

CENTRAL GARDEN & PET CO  
 Form 4  
 February 15, 2017

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**Ranelli John**

2. Issuer Name and Ticker or Trading Symbol  
**CENTRAL GARDEN & PET CO [CENT]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/14/2017**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**C/O CENTRAL GARDEN & PET COMPANY, 1340 TREAT BLVD, SUITE 600**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**WALNUT CREEK, CA 94597**

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)	
			Code	V	Amount or Price			
Class A Common Stock	02/14/2017		A		630 <sup>(1)</sup>	A	\$ 0 127,335	D
Class A Common Stock	02/14/2017		M		51,653	A	\$ 8.93 178,988	D
Class A Common Stock	02/14/2017		F <sup>(2)</sup>		29,506	D	\$ 31.6 149,482	D

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Class A Common Stock	02/14/2017		M	52,302	A	\$ 12.5	201,784	D	
Class A Common Stock	02/14/2017		F <sup>(2)</sup>	37,186	D	\$ 31.6	164,598	D	
Class A Common Stock	02/14/2017		M	52,302	A	\$ 15	216,900	D	
Class A Common Stock	02/14/2017		F <sup>(2)</sup>	39,164	D	\$ 31.6	177,736	D	
Class A Common Stock							81,719	I	By John R. Ranelli Trust <sup>(3)</sup>
Common Stock							64,253	D	
Common Stock							39,384	I	By John R. Ranelli Trust <sup>(3)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Share	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 31.76	02/14/2017		A	6,298 <sup>(4)</sup>	<sup>(5)</sup>	08/09/2020	Class A Common Stock	6,298
Stock Option (Right to	\$ 8.93	02/14/2017		M	51,653	<sup>(6)</sup>	02/11/2019	Class A Common Stock	51,653

Buy)

Stock

Option  
(Right to  
Buy)

\$ 12.5

02/14/2017

M

52,302

(6)

02/11/2019

Class A  
Common  
Stock

52,302

Stock

Option  
(Right to  
Buy)

\$ 15

02/14/2017

M

52,302

(6)

02/11/2019

Class A  
Common  
Stock

52,302

## Reporting Owners

**Reporting Owner Name / Address****Relationships**

Director    10% Owner    Officer    Other

Ranelli John

C/O CENTRAL GARDEN &amp; PET COMPANY

1340 TREAT BLVD, SUITE 600

WALNUT CREEK, CA 94597

X

## Signatures

/s/ John Ranelli

02/15/2017

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Restricted stock award granted under the Company's Nonemployee Director Equity Incentive Plan, as amended.

(2) Shares withheld by the Issuer in payment of the aggregate option exercise price and withholding tax liability incurred upon the above-reported exercise of options. The amount of shares withheld is based on the respective average of the high and low sales prices on the date of the exercise.

(3) Mr. Ranelli disclaims beneficial ownership of the shares of the Company's Common Stock and Class A Common Stock owned by the John R. Ranelli Trust dated 12/24/97 except to the extent of his pecuniary interest therein.

(4) Stock options granted under the Company's Nonemployee Director Equity Incentive Plan, as amended.

(5) One-third of the total options granted will become exercisable at each of 6 months, 18 months and 30 months after February 14, 2017, the date of the grant.

(6) The option vests in four equal annual installments beginning February 11, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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