

CENTRAL GARDEN & PET CO  
Form 4  
December 08, 2016

# FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## 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 \*  
CHICHESTER DAVID N

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)  
1340 TREAT BLVD. STE 600  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/06/2016

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

WALNUT CREEK, CA 94597

(City) (State) (Zip)

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

**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 Ownership (Instr. 4) |            |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
|                                 |                                      |  |                                | Code  | V | Amount |   |  |                                   | (A) or (D) | Price |
| Class A Common Stock            | 12/06/2016                           |  | M                              |   |   | 8,500  | A   | \$ 12.32   | 24,922                            | D          |       |
| Class A Common Stock            | 12/06/2016                           |  | F(1)                           |   |   | 3,435  | D   | \$ 30.49   | 21,487                            | D          |       |
| Class A Common Stock            | 12/06/2016                           |  | M                              |   |   | 4,848  | A   | \$ 13.75   | 26,335                            | D          |       |
| Class A Common                  | 12/06/2016                           |  | F(1)                           |   |   | 2,187  | D   | \$ 30.49   | 24,148                            | D          |       |

Stock

Common  
Stock

2,804 D

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

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(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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy)                | \$ 12.32   | 12/06/2016                           |  | M                              | 8,500   | <sup>(2)</sup> 08/17/2020                                | Class A Common Stock  | 8,500                         |
| Stock Option (Right to Buy)                | \$ 13.75   | 12/06/2016                           |  | M                              | 4,848   | <sup>(3)</sup> 08/09/2019                                | Class A Common Stock  | 4,848                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| CHICHESTER DAVID N<br>1340 TREAT BLVD. STE 600<br>WALNUT CREEK, CA 94597 | X             |           |         |       |

## Signatures

/s/ David N.  
Chichester

12/08/2016

\*\*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) Shares withheld by the Issuer in payment of the aggregate option exercise price 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.
- (2) The options vested upon the first to occur of termination of employment by the Company (other than for cause) or the expiration of six months after commencement of employment.
- (3) One-third of the total options granted will become exercisable at each of 6 months, 18 months and 30 months after February 9, 2016 the date of the grant.

### Remarks:

#### Exhibit 24.1: Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.