CENTRAL GARDEN & PET CO

Form 4 May 26, 2016

FORM 4

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

OMB APPROVAL
OMB
3235-0287

Number:

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CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005

subject to Section 16. Form 4 or STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. *See* Instruction

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person ** BROWN WILLIAM E | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--|--|---|--|--|--|
| | CENTRAL GARDEN & PET CO [CENT] | (Check all applicable) | | | |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction | _X_ Director _X_ 10% Owner | | | |
| 1340 TREAT BLVD., SUITE 600 | (Month/Day/Year) 05/20/2016 | X_ Officer (give title Other (specification) below) Chairman | | | |
| (Street) | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| | Filed(Month/Day/Year) | Applicable Line) | | | |
| WALNUT CREEK, CA 94597 | | _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |

| (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) | | | | 4. Securities Acquired (A) onor Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | Code | V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | (I) (Instr. 4) | | |
| Class A Common Stock | 05/20/2016 | | G | V | 3,580 | D | \$0 | 2,547,890 | D | | |
| Class A Common Stock | 05/24/2016 | | M | | 151,200 | A | \$ 8.99 | 2,699,090 | D | | |
| Class A Common Stock | 05/24/2016 | | F(1) | | 110,688 | D | \$ 18.39 | 2,588,402 | D | | |
| Class A Common | | | | | | | | 240,000 | I | By Irrevocable | |

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Stock Trusts (2)

Common Stock

1,395,704 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. Transactio Code (Instr. 8) | 5. Number of on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | rivative Expiration Date urities (Month/Day/Year) quired (A) or posed of (D) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|--|--|---------|--|--------------------|---|----------------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 8.99 | 05/24/2016 | | M | | 151,200 | (3) | 06/04/2016 | Class A Common Stock | 151,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|----------|-------|--|--|--|
| , | Director | 10% Owner | Officer | Other | | | |
| BROWN WILLIAM E | | | | | | | |
| 1340 TREAT BLVD., SUITE 600 | X | X | Chairman | | | | |
| WALNUT CREEK CA 94597 | | | | | | | |

Signatures

/s/ William E.

Brown 05/25/2016

**Signature of Person Date

**Reporting Person

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).

Shares withheld by the Issuer in payment of the aggregate option exercise price and withholding tax liability incurred upon the

(1) 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.

Reporting Owners 2

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- These securities are owned directly by various family Irrevocable Trusts and indirectly by the Reporting Person and his spouse as co-trustees of the Irrevocable Trusts. The Reporting Person and his spouse, as co-trustees, have and share investment control over the securities held in each of the Irrevocable Trusts but disclaim beneficial ownership of the reported securities held by the Irrevocable Trusts except to the extent of his and his wife's pecuniary interest therein.
- On June 4, 2010, the Issuer's Compensation Committee granted the reporting person an option to purchase 180,000 shares of Class A (3) Common Stock of the Issuer. The option vests in five equal annual installments beginning June 4, 2011 based on the satisfaction of certain annual performance targets for each of the fiscal years ending September 2010, 2011, 2012, 2013 and 2014.

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.