### CENTRAL GARDEN & PET CO

Form 4

December 13, 2016

December 1								OMD AT			
FORM	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL		
Washington, D.C. 20549									3235-0287		
Check the if no lon	ger							Expires:	January 31,		
subject t Section : Form 4 of Form 5	51A1EMEN 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated average burden hours per response 0.5		
Form 5 obligations may continue. See Instruction 1(b).  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)											
Colligan Thomas J Symbol			r Name <b>and</b> Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer				
CENTR [CENT]				EDEN &	PEI	CO	(Check all applicable)				
(Last)	, , , , , , , , , , , , , , , , , , , ,			ransaction			_X_ Director Officer (give	Owner er (specify			
(Month/Day/Year)  C/O CENTRAL GARDEN & PET  12/09/2016  COMPANY, 1340 TREAT  BOULEVARD #600											
(Street) 4. If Ame Filed(Mon				_	al		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
WALNUT CREEK, CA 94597  — Form thed by Mole than One Reporting Person											
(City)	(State) (Zip)	Tak	ole I - Non-I	<b>Derivative</b>	Secur	rities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution Date, if			4. Secur on(A) or D (Instr. 3.	oispose , 4 and (A)	ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Class A Common Stock	12/09/2016		M	6,761	A	\$ 9.86	8,216	D			
Class A Common Stock	12/09/2016		F <u>(1)</u>	2,181	D	\$ 30.57	6,035	D			
Class A Common Stock	12/13/2016		S	4,580	D	\$ 29.5	1,455	D			

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

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SEC 1474 (9-02)

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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. Transactic Code (Instr. 8)	Transaction Derivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		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)	\$ 9.86	12/09/2016		M	6,761	(2)	08/10/2018	Class A Common Stock	6,761	

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Colligan Thomas J C/O CENTRAL GARDEN & PET COMPANY 1340 TREAT BOULEVARD #600 WALNUT CREEK, CA 94597



## **Signatures**

/s/ Thomas Colligan

\*\*Signature of 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).
- (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 average of the high and low sales prices on the date of exercise.
- One-third of the total options granted became exercisable at each of 6 months, 18 months and 30 months after February 10, 2015, the date of the grant.

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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.