

CENTRAL GARDEN & PET CO

Form 4

December 24, 2013

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Reed Michael A

(Last) (First) (Middle)

1340 TREAT
BOULEVARD, SUITE 600

(Street)

WALNUT CREEK, CA 94597

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CENTRAL GARDEN & PET CO
[CENT]

3. Date of Earliest Transaction
(Month/Day/Year)
12/20/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	12/20/2013		M		20,000	A	\$ 4.6	73,550	D
Class A Common Stock	12/20/2013		<u>F(1)</u>		15,559	D	\$ 6.59	57,991	D
Class A Common Stock	12/23/2013		M		20,000	A	\$ 4.6	77,991	D
Class A	12/23/2013		F(1)		15,272	D	\$	62,719	D

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Common
Stock

6.78

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)	\$ 4.6	12/20/2013		M	20,000	<u>(2)</u> 03/04/2014	Class A Common Stock	20,000
Stock Option (Right to Buy)	\$ 4.6	12/23/2013		M	20,000	<u>(2)</u> 03/04/2014	Class A Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Reed Michael A 1340 TREAT BOULEVARD SUITE 600 WALNUT CREEK, CA 94597	Executive Vice President

Signatures

/s/ Michael A.
Reed 12/24/2013

__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).

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 exercise.

On March 4, 2008, the reporting person was granted an option to purchase 120,000 shares of Class A Common Stock of the Issuer. The

(2) option vested in five equal annual installments beginning March 4, 2009. Twenty percent of the option vested based on the satisfaction of certain annual performance targets for each of the fiscal years ending September 2008, 2009, 2010, 2011 and 2012.

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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