

CENTRAL GARDEN & PET CO  
 Form 4  
 April 04, 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 \*  
**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)  
**04/01/2016**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President and CEO**

**C/O CENTRAL GARDEN & PET COMPANY, 1340 TREAT BOULEVARD, 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 Beneficial Ownership (Instr. 4) |                          |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |                          |
| Class A Common Stock            | 04/01/2016                           |  | S <sup>(1)</sup>               | 628   | D   | \$ 16.3844<br>(2)  | 5,034 I   | By John R. Ranelli Trust |
| Class A Common Stock            |                                      |  |                                |   |   | 330,113  | D   |                          |
| Common Stock                    | 04/01/2016                           |  | S <sup>(1)</sup>               | 5,000   | D   | \$ 16.3733<br>(3)  | 67,104 I  | By John R. Ranelli Trust |

Common Stock 96,379 D

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

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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. 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| Ranelli John<br>C/O CENTRAL GARDEN & PET COMPANY<br>1340 TREAT BOULEVARD, SUITE 600<br>WALNUT CREEK, CA 94597 | X             |           | President and CEO |       |

## Signatures

/s/ John Ranelli 04/01/2016  
 \*\*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 sold through sales plan pursuant to Rule 10b5-1(c)(1) of the Securities Exchange Act of 1934, as amended.
- The range of prices for the shares of Class A Common Stock is from \$16.25 to \$16.45. The reporting person undertakes that he will
- (2) provide, upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.

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- The range of prices for the shares of Common Stock is from \$16.28 to \$16.45. The reporting person undertakes that he will provide, upon
- (3) request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.

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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