

CENTRAL GARDEN & PET CO
 Form 4
 August 20, 2015

FORM 4

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

OMB APPROVAL

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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 *
 Varlas Lori A.

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)
 08/18/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, CFO and Secretary

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	08/18/2015		M		33,750 A \$ 9.54	89,702	D
Class A Common Stock	08/18/2015		F ⁽¹⁾		28,905 D \$ 12.39	60,797	D
Class A Common Stock	08/18/2015		M		8,000 A \$ 9.26	68,797	D

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Class A Common Stock	08/18/2015	F ⁽¹⁾	6,740	D	\$ 12.39	62,057	D
Class A Common Stock	08/20/2015	S	1,260	D	\$ 13.1	60,797	D
Class A Common Stock	08/20/2015	M	10,000	A	\$ 6.43	70,797	D
Class A Common Stock	08/20/2015	F ⁽¹⁾	6,895	D	\$ 12.8	63,902	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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 9.54	08/18/2015		M	33,750	<u>(2)</u>	03/26/2018	Class A Common Stock	33,750
Stock Option (Right to Buy)	\$ 9.26	08/18/2015		M	8,000	<u>(3)</u>	04/13/2017	Class A Common Stock	8,000
Stock Option (Right to Buy)	\$ 6.43	08/20/2015		M	10,000	<u>(4)</u>	03/31/2019	Class A Common Stock	10,000

