

CENTRAL GARDEN & PET CO
 Form 4
 December 11, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
CHICHESTER DAVID N

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)
1340 TREAT BLVD., STE. 600
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/09/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
 Interim CFO

WALNUT CREEK, CA 94597

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 12/09/2015 | | M | | 22,397 | A | \$ 8.93 61,837 |
| Class A Common Stock | 12/09/2015 | | F(1) | | 14,639 | D | \$ 17.07 47,198 |
| Class A Common Stock | 12/09/2015 | | M | | 18,493 | A | \$ 7.21 65,691 |
| Class A Common | 12/09/2015 | | F(1) | | 10,734 | D | \$ 17.07 54,957 |

Stock

Class A
Common Stock 12/09/2015 M 6,761 A \$ 9.86 61,718 D

Class A
Common Stock 12/09/2015 F⁽¹⁾ 4,688 D \$ 17.07 57,030 D

Common Stock 2,804 D

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

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SEC 1474
(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) | \$ 8.93 | 12/09/2015 | | M | 22,397 (2) | (3) 08/11/2016 | Class A Common Stock | 22,397 |
| Stock Option (Right to Buy) | \$ 7.21 | 12/09/2015 | | M | 18,493 (2) | (4) 08/10/2017 | Class A Common Stock | 18,493 |
| Stock Option (Right to Buy) | \$ 9.86 | 12/09/2015 | | M | 6,761 (2) | (5) 08/10/2018 | Class A Common Stock | 6,761 |

Reporting Owners

Reporting Owner Name / Address

Relationships

| | Director | 10% Owner | Officer | Other |
|--|----------|-----------|----------------|-------|
| CHICHESTER DAVID N 1340 TREAT BLVD., STE. 600 WALNUT CREEK, CA 94597 | X | | Interim CFO | |

Signatures

/s/ JoAnn Jonte as attorney-in-fact for David N.
Chichester

12/10/2015

__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 the exercise.
(2) Stock options granted under the Company's Nonemployee Director Equity Incentive Plan, as amended.
(3) One-third of the total options granted became exercisable at each of 6 months, 18 months and 30 months after February 11, 2013, the date of the grant.
(4) One-third of the total options granted became exercisable at each of 6 months, 18 months and 30 months after February 10, 2014, the date of the grant.
(5) 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.

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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