#### CENTRAL GARDEN & PET CO

Form 4

November 24, 2015

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

### **OMB APPROVAL**

**OMB** 3235-0287 Number:

January 31, Expires: 2005

10% Owner

0.5

Estimated average burden hours per response...

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Washington, D.C. 20549

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

1(b).

(City)

(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

(Check all applicable)

5. Relationship of Reporting Person(s) to

[CENT]

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year) 11/17/2015

\_X\_\_ Director X\_ Officer (give title Other (specify below) below) Interim CFO

6. Individual or Joint/Group Filing(Check

1340 TREAT BLVD., STE. 600

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

Applicable Line)

Issuer

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(Zip)

Person

WALNUT CREEK, CA 94597 (State)

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned (I) Following (Instr. 4) (Instr. 4)

> Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.          | 5. Number of | 6. Date Exercisable and | 7. Title and Amount of       |
|-------------|-------------|---------------------|--------------------|-------------|--------------|-------------------------|------------------------------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transaction | orDerivative | Expiration Date         | <b>Underlying Securities</b> |
| Security    | or Exercise |                     | any                | Code        | Securities   | (Month/Day/Year)        | (Instr. 3 and 4)             |

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### Edgar Filing: CENTRAL GARDEN & PET CO - Form 4

| (Instr. 3)                  | Price of<br>Derivative<br>Security | (Month/Day/Ye | ear) (Instr. 8 | or Dispose<br>(D) | (Instr. 3, 4, |                     |                    |                            |                                     | ( |
|-----------------------------|------------------------------------|---------------|----------------|-------------------|---------------|---------------------|--------------------|----------------------------|-------------------------------------|---|
|                             |                                    |               | Code           | V (A)             | (D)           | Date<br>Exercisable | Expiration<br>Date | Title                      | Amount<br>or<br>Number<br>of Shares |   |
| Stock Option (Right to Buy) | \$ 15.56                           | 11/17/2015    | A              | 12,500            |               | <u>(1)</u>          | 11/17/2020         | Class A<br>Common<br>Stock | 12,500                              |   |

## **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                |       |  |  |
|--|---------------|-----------|----------------|-------|--|--|
|  | Director      | 10% Owner | Officer        | Other |  |  |
| CHICHESTER DAVID N<br>1340 TREAT BLVD., STE. 600<br>WALNUT CREEK, CA 94597 | X             |           | Interim<br>CFO |       |  |  |

## **Signatures**

/s/ JoAnn Jonte, as attorney-in-fact for David N.
Chichester 11/24/2015

\*\*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).
- (1) The options will vest upon the first to occur of termination employment by the Company (other than for cause) or February 17, 2016. 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.

Reporting Owners 2