

CENTRAL GARDEN & PET CO
 Form 4
 May 11, 2016

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

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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 *
 Reed Michael 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)
 1340 TREAT
 BOULEVARD, SUITE 600
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/09/2016

____ Director
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

WALNUT CREEK, CA 94597

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

(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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	05/09/2016		M		11,200	A	\$ 9.26
Class A Common Stock	05/09/2016		F(1)		7,068	D	\$ 18.82
Class A Common Stock	05/09/2016		M		12,500	A	\$ 9.54
Class A Common Stock	05/09/2016		F(1)		8,023	D	\$ 18.82

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Common Stock								
Class A Common Stock	05/09/2016		M	12,500	A	\$ 6.43	176,000	D
Class A Common Stock	05/09/2016		F ⁽¹⁾	6,522	D	\$ 18.82	169,478	D
Class A Common Stock	05/09/2016		M	12,500	A	\$ 10.63	181,978	D
Class A Common Stock	05/09/2016		F ⁽¹⁾	8,549	D	\$ 18.82	173,429	D
Class A Common Stock	05/09/2016		S	3,027	D	\$ 18.7003	170,402	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)	\$ 9.26	05/09/2016		M	11,200	⁽²⁾ 04/13/2017	Class A Common Stock	11,200
Stock Option (Right to Buy)	\$ 9.54	05/09/2016		M	12,500	⁽³⁾ 03/26/2018	Class A Common Stock	12,500
	\$ 6.43	05/09/2016		M	12,500	⁽⁴⁾ 03/31/2019		12,500

