

CENTRAL GARDEN & PET CO  
 Form 4  
 August 20, 2014

**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)  
 C/O CENTRAL GARDEN & PET COMPANY, 1340 TREAT BOULEVARD, SUITE 600  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 08/18/2014

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

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  | Price  |   |   |                |
| Units                           | 08/18/2014                           |  | I                              |   | 1,557.4923<br><u>(1)</u>  | \$ 5.9857  | 0   | I | By 401(k) Plan |
| Class A Common Stock            | 08/19/2014                           |  | M                              | (2)   | 11,500  | \$ 6.43  | 62,169  | D |                |
| Class A Common Stock            | 08/19/2014                           |  | F                              | (3)   | 9,526   | \$ 8.865   | 52,643  | D |                |



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- (4) On August 12, 2013, the Reporting Person was granted an option to purchase 50,000 shares of Class A Common Stock of the Issuer. The option vests in four equal annual installments beginning March 31, 2014.

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.