CENTRAL GARDEN & PET CO

Form 4

August 20, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

January 31, 2005

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

Class A

Stock

Common 08/19/2014

(Print or Type Responses)

1. Name and Address of Reporting Person * Varlas Lori A.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

CENTRAL GARDEN & PET CO [CENT]

(Check all applicable)

SVP, CFO and Secretary

08/18/2014

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

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

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

WALNUT CREEK, CA 94597

(Street)

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

 $F^{(3)}$

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

6. Individual or Joint/Group Filing(Check

Person

\$ 8.865 52,643

(City)	(State)	(Zip) Ta	ble I - Non	Derivative Sec	urities	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 Administration of Amount)	d (A) or	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)
Units	08/18/2014		I	1,557.4923 (1)	D	\$	0	I	By 401(k) Plan
Class A Common Stock	08/19/2014		M(2)	11,500	A	\$ 6.43	62,169	D	

9,526

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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. Transactic Code (Instr. 8)	5. Number of etionDerivative Securities 3) 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)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 6.43	08/19/2014		M	1	1,500	<u>(4)</u>	03/31/2019	Class A Common Stock	11,500	

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Director 10% Owner Other

Varlas Lori A. C/O CENTRAL GARDEN & PET COMPANY 1340 TREAT BOULEVARD, SUITE 600 WALNUT CREEK, CA 94597

SVP, CFO and Secretary

Signatures

/s/ Lori A. 08/20/2014 Varlas

**Signature of Date

Reporting Person

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 units represent interests in the CENTA Stock Fund in the Issuer's 401(k) Plan, which consist of shares of CENTA stock and cash.
- (2) Options exercised through sales plan pursuant to Rule 10b-5-1(c)(1) of the Securities Exchange Act of 1934, as amended.
 - Shares withheld by the Issuer in payment of the aggregate option exercise price and withholding tax liability incurred upon the
- (3) above-reported exercise of options. The amount of shares withheld is based on the respective average of the high and low sales price on the date of exercise.

Reporting Owners 2

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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.