CENTRAL GARDEN & PET CO

Form 4

December 12, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

Expires: January 31, 2005

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if no longer subject to Section 16. Form 4 or

Check this box

Form 4 or
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obligations
may continue.

Form 4 or
Section

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).

(Print or Type Responses)

See Instruction

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) 1340 TREA	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/08/2016			X Director 10% Owner Officer (give title below) Other (specify below)					
WALNUT	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								lu Oumad			
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	te 2A. Dee		3.	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)		
Class A Common Stock	12/08/2016			S	7,726	D D	\$ 30.82 (1)	16,422	D		
Class A Common Stock	12/08/2016			G	1,625	D	\$ 0	14,797	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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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.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable	Date	Title	of		
				Code V	(A) (D)						
				Coue v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
• •	Director	10% Owner	Officer	Other			
CHICHESTER DAVID N							
1240 TREAT BLUD CTE (00	37						

1340 TREAT BLVD. STE 600 WALNUT CREEK, CA 94597

Signatures

/a/ JoAnn Jonte, as Attorney-in-Fact for David N.
Chichester

**Signature of 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).

The range of prices for the shares of Class A Common Stock is from \$30.75 to \$30.87. Mr. Chichester undertakes that he will provide, upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.

Date

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.

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