CENTRAL GARDEN & PET CO

Form 4 April 04, 2017

Class A

FORM	ЛЛ					OMB APPROVAL			
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						OMB Number:	3235-0287		
Check the if no lone subject to Section	ger STATEM		NGES IN BENEFI SECURITIES	NERSHIP OF	Expires:				
Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). SECURITIES burden hours per response Section 15(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 A	Address of Reporting F	Symbol	er Name and Ticker or	-	5. Relationship of Reporting Person(s) to Issuer				
		CENTI [CENT	RAL GARDEN & 1 []	PET CO	(Check all applicable)				
(Last)		(Month/I	of Earliest Transaction Day/Year)		X Director Officer (give to below)		Owner or (specify		
C/O CENTRAL GARDEN & PET 03/31/2017 COMPANY, 1340 TREAT BLVD, SUITE 600									
	(Street) 4. If Amendment, Date 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				
WALNUT	CREEK, CA 9459)7			Person	ore than One Re	porting		
(City)	(State) ((Zip) Tab	ole I - Non-Derivative	Securities Acq	quired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securit Transaction(A) or Dis Code (Instr. 3, 4 (Instr. 8)		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)		
Common			Code V Amount	(D) Price					
Stock	03/31/2017		F(1) 16,764	D 37.04	47,489	D			
Common Stock					39,384	I	By John R. Ranelli Trust (2)		
Class A Common Stock					169,039	D			

By John

13,655

I

 $\begin{array}{c} \text{Common} & \text{R. Ranelli} \\ \text{Stock} & \text{Trust} \ \underline{\overset{(2)}{}} \end{array}$

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. orNumber of Derivative	6. Date Exerc Expiration D (Month/Day/	ate	7. Title Amour Underl Securit	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur 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		
					Doto	Evaluation		or		
						Expiration Date	Title N	Number		
					Exercisable	Date		of		
			Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Ranelli John C/O CENTRAL GARDEN & PET COMPANY 1340 TREAT BLVD, SUITE 600 WALNUT CREEK, CA 94597



Signatures

/s/ JoAnn Jonte as attorney-in-fact for John
Ranelli

04/04/2017

**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) Shares delivered by Reporting Person in payment of the withholding tax liability upon vesting of restricted stock. The amount of shares withheld is based on the average of the high and low of the sales prices of CENT on March 31, 2017.
- (2) Mr. Ranelli disclaims beneficial ownership of the shares of the Company's Common Stock and Class A Common Stock owned by the John R. Ranelli Trust dated 12/24/97 except to the extent of his pecuniary interest therein.

Reporting Owners 2

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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.