

CENTRAL GARDEN & PET CO
 Form 4
 December 07, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
BALOUSEK JOHN

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 BLVD., STE. 600
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/04/2015

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

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Class A Common Stock | 12/04/2015 | | M | | 22,397 | A | \$ 8.93 49,711 | D |
| Class A Common Stock | 12/04/2015 | | F(1) | | 12,780 | D | \$ 15.65 36,931 | D |
| Class A Common Stock | 12/04/2015 | | M | | 18,493 | A | \$ 7.21 55,424 | D |
| Class A Common | 12/04/2015 | | F(1) | | 8,520 | D | \$ 15.65 46,904 | D |

Stock

| | | | | | | | |
|----------------------------|------------|---|-------|---|---------|--------|---|
| Class A Common Stock | 12/04/2015 | M | 6,761 | A | \$ 9.86 | 53,665 | D |
|----------------------------|------------|---|-------|---|---------|--------|---|

| | | | | | | | |
|----------------------------|------------|------------------------|-------|---|-------------|--------|---|
| Class A Common Stock | 12/04/2015 | <u>F⁽¹⁾</u> | 4,260 | D | \$ 15.65 | 49,405 | D |
|----------------------------|------------|------------------------|-------|---|-------------|--------|---|

| | | | | | | | |
|-----------------|--|--|--|--|--|--------|---|
| Common Stock | | | | | | 55,160 | D |
|-----------------|--|--|--|--|--|--------|---|

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.

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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 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) | \$ 8.93 | 12/04/2015 | | M | 22,397 | <u>(2)</u> 08/11/2016 | Class A Common Stock | 22,397 |
| Stock Option (Right to Buy) | \$ 7.21 | 12/04/2015 | | M | 18,493 | <u>(3)</u> 08/10/2017 | Class A Common Stock | 18,493 |
| Stock Option (Right to Buy) | \$ 9.86 | 12/04/2015 | | M | 6,761 | <u>(4)</u> 08/10/2018 | Class A Common Stock | 6,761 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BALOUSEK JOHN
1340 TREAT BLVD., STE. 600 X
WALNUT CREEK, CA 94597

Signatures

/s/ John
Balousek 12/07/2015

**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 withheld by the Issuer in payment of the aggregate option exercise price incurred upon the above-reported exercise of options. The amount of shares withheld is based on the respective average of the high and low sales prices on the date of exercise.
- (2) One-third of the total options granted became exercisable at each of 6 months, 18 months and 30 months after February 11, 2013 the date of the grant.
- (3) One-third of the total options granted became exercisable at each of 6 months, 18 months and 30 months after February 10, 2014 the date of the grant.
- (4) One-third of the total options granted became exercisable at each of 6 months, 18 months and 30 months after February 10, 2015 the date of the grant.

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.