#### CENTRAL GARDEN & PET CO

Form 4 May 11, 2016

# FORM 4

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

**OMB APPROVAL OMB** 

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Reed Michael 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)

3. Date of Earliest Transaction

(Month/Day/Year) 05/09/2016

Director 10% Owner \_X\_\_ Officer (give title Other (specify

below) **Executive Vice President** 

**1340 TREAT BOULEVARD, SUITE 600** 

> (Street) 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

WALNUT CREEK CA 94597
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(City)	(State)	(Zip) Tab	ole I - Non-	Derivative S	Secui	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)		d of (	(D)	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)
Class A Common Stock	05/09/2016		M		A	\$ 9.26	166,091	D	
Class A Common Stock	05/09/2016		F <u>(1)</u>	7,068	D	\$ 18.82	159,023	D	
Class A Common Stock	05/09/2016		M	12,500	A	\$ 9.54	171,523	D	
Class A	05/09/2016		F(1)	8,023	D	\$ 18.82	163,500	D	

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Common Stock							
Class A Common Stock	05/09/2016	M	12,500	A	\$ 6.43	176,000	D
Class A Common Stock	05/09/2016	F <u>(1)</u>	6,522	D	\$ 18.82	169,478	D
Class A Common Stock	05/09/2016	M	12,500	A	\$ 10.63	181,978	D
Class A Common Stock	05/09/2016	F <u>(1)</u>	8,549	D	\$ 18.82	173,429	D
Class A Common Stock	05/09/2016	S	3,027	D	\$ 18.7003	170,402	D

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

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SEC 1474 (9-02)

 $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$ 

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 or 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)	
				Code V	(A) (D	))	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 9.26	05/09/2016		M	11,2	200	<u>(2)</u>	04/13/2017	Class A Common Stock	11,200
Stock Option (Right to Buy)	\$ 9.54	05/09/2016		M	12,5	500	<u>(3)</u>	03/26/2018	Class A Common Stock	12,500
	\$ 6.43	05/09/2016		M	12,5	500	<u>(4)</u>	03/31/2019		12,500

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Stock Option (Right to Buy)							Class A Common Stock	
Stock Option (Right to Buy)	\$ 10.63	05/09/2016	M	12,500	<u>(5)</u>	03/31/2021	Class A Common Stock	12,500

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Reed Michael A 1340 TREAT BOULEVARD SUITE 600 WALNUT CREEK, CA 94597

**Executive Vice President** 

## **Signatures**

/s/ JoAnn Jonte, as attorney-in-fact for Michael A. Reed

05/11/2016

\*\*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).
- Shares withheld by the Issuer in payment of the aggregate option exercise price and withholding tax liability incurred upon the

  (1) 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.
- On April 13, 2011, the Issuer's Compensation Committee granted the reporting person an option to purchase 70,000 shares of Class A Common Stock of the Issuer. The option vests in five equal annual installments beginning April 13, 2012 based on the satisfaction of certain annual performance targets for each of the fiscal years ending September 2011, 2012, 2013, 2014 and 2015. The performance targets were not met for 14,000 shares of Class A Common Stock.
- (3) On March 26, 2012, 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 26, 2013.
- 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.
- (5) The options shall vest in four increments of 25% on March 31, 2016, 2017, 2018 and 2019.

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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