

CENTRAL GARDEN & PET CO  
 Form 4  
 February 22, 2017

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Yuhas George 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)  
 02/17/2017

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 General Counsel

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

(Street)

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

WALNUT CREEK, CA 94597

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D)   | Price  |   |
| Class A Common Stock            | 02/17/2017                           |  | M                              |   | 12,500  | A \$ 10.63   | 64,325 D  |
| Class A Common Stock            | 02/17/2017                           |  | F                              |   | 8,512<br><u>(1)</u>   | D \$ 33.65   | 55,813 D  |
| Class A Common Stock            | 02/17/2017                           |  | M                              |   | 11,750  | A \$ 13.82   | 67,563 D  |

Edgar Filing: CENTRAL GARDEN & PET CO - Form 4

|                            |            |   |                     |   |                             |           |   |                              |
|----------------------------|------------|---|---------------------|---|-----------------------------|-----------|---|------------------------------|
| Class A<br>Common<br>Stock | 02/17/2017 | F | 8,451<br><u>(1)</u> | D | \$ 33.65                    | 59,112    | D |                              |
| Class A<br>Common<br>Stock | 02/22/2017 | S | 7,287               | D | \$<br>32.4643<br><u>(2)</u> | 51,825    | D |                              |
| Units                      |            |   |                     |   |                             | 3,652.224 | I | By 401(k)<br>Plan <u>(3)</u> |

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 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)                | \$ 10.63   | 02/17/2017                           |  | M                              | 12,500  | <u>(4)</u> 03/31/2021                                    | Class A Common Stock  | 12,500                        |
| Stock Option (Right to Buy)                | \$ 13.82   | 02/17/2017                           |  | M                              | 11,750  | <u>(5)</u> 01/29/2022                                    | Class A Common Stock  | 11,750                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| Yuhas George A.<br>C/O CENTRAL GARDEN & PET COMPANY<br>1340 TREAT BLVD, SUITE 600<br>WALNUT CREEK, CA 94597 |               |           | General Counsel |       |

## Signatures

/s/ George  
Yuhas

02/22/2017

\_\_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).

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.

The range of prices for the shares of Class A Common Stock is from \$33.265 to \$33.354. Mr. Yuhas undertakes that he will provide,  
(2) 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.

(3) 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.

(4) The options shall vest in four increments of 25% on March 31, 2016, 2017, 2018 and 2019.

(5) The options shall vest in four increments of 25% on January 29, 2017, 2018, 2019 and 2020.

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.