

Ranelli John
Form 4
December 13, 2017

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 *
Ranelli 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)

3. Date of Earliest Transaction (Month/Day/Year)
12/11/2017

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | 12/11/2017 | | F ⁽¹⁾ | 48,721 | D | \$ 38.51 | 61,317 D |
| Class A Common Stock | 12/11/2017 | | S | 16,189 | D | \$ 38.169 ⁽²⁾ | 1,103 I |
| Class A Common Stock | 12/12/2017 | | S | 10,802 | D | \$ 37.7658 ⁽⁴⁾ | 34,951 I |

By John R. Ranelli Trust ⁽³⁾

By John R. Ranelli Trust ⁽³⁾

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| | | | | | | | | |
|----------------------------|------------|---|--------|---|----------------------|------------|---|------------------------------------|
| Class A Common Stock | 12/13/2017 | S | 20,000 | D | \$ 37.6741 (4) | 14,951 | I | By John R. Ranelli Trust (3) |
| Class A Common Stock | | | | | | 16,667 (5) | D | |
| Common Stock | | | | | | 39,385 | D | |
| Common Stock | | | | | | 100 | I | By John R. Ranelli Trust (3) |

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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|---|---|--|---|---|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

X

Signatures

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

12/13/2017

__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 CENTA on December 11, 2017.
The range of prices for the shares of Class A Common Stock is from \$38.00 to \$38.85. Mr. Ranelli 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.
- (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.
The range of prices for the shares of Class A Common Stock is from \$37.52 to \$37.995. Mr. Ranelli 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.
- (3) On December 12, 2017, the Reporting Person transferred 44,650 shares of directly held CENTA to John R. Ranelli Trust.

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.