

CENTRAL GARDEN & PET CO

Form 4

May 12, 2016

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

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

OMB APPROVAL

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(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)
05/11/2016

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

C/O CENTRAL GARDEN & PET
COMPANY, 1340 TREAT
BOULEVARD, 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	05/11/2016		M		45,000	A	\$ 9.54	88,474	D	
Class A Common Stock	05/11/2016		F		37,943	D	\$ <u>18.36</u> ⁽¹⁾	50,531	D	
Class A Common Stock	05/11/2016		M		8,000	A	\$ 9.26	58,531	D	

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Class A Common Stock	05/11/2016	F	6,706	D	\$ 18.36 (1)	51,825	D
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Class A Common Stock						3,211.2173	I	By 401(k) Plan (2)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)	\$ 9.54	05/11/2016		M	45,000	(3) 03/26/2018	Class A Common Stock	45,000
Stock Option (Right to Buy)	\$ 9.26	05/11/2016		M	8,000	(4) 04/13/2017	Class A Common Stock	8,000

Reporting Owners

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

Signatures

/s/ George A.
Yuhas

05/12/2016

__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).

(1) Shares withheld by the Issuer in payment of the aggregate option exercise price and withholding tax liability 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) 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.

(3) On March 26, 2012, the reporting person was granted an option to purchase 45,000 shares of Class A Common Stock of the Issuer. The option vested in four equal annual installments beginning March 26, 2013 and are fully vested and exercisable.

(4) On April 13, 2011, the Issuer's Compensation Committee granted the reporting person an option to purchase 50,000 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 condition was not satisfied for 10,000 shares of Class A Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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