

Schwichtenberg Kay
Form 4
August 11, 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 *
Schwichtenberg Kay

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)
08/09/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | 08/09/2017 | | M | | 12,500 | A | \$ 10.63 12,500 D |
| Class A Common Stock | 08/09/2017 | | F ⁽¹⁾ | | 7,784 | D | \$ 33.87 4,716 D |
| Class A Common Stock | 08/09/2017 | | M | | 12,500 | A | \$ 13.82 17,216 D |

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| | | | | | | | | |
|----------------------------|------------|------------------|-------|---|-------------|---------|---|----------------------------------|
| Class A Common Stock | 08/09/2017 | F ⁽¹⁾ | 8,431 | D | \$ 33.87 | 8,785 | D | |
| Units | | | | | | 250.191 | I | By 401(k) Plan ⁽²⁾ |

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 | 08/09/2017 | | M | 12,500 | ⁽³⁾ 03/31/2021 | Class A Common Stock | 12,500 |
| Stock Option (Right to Buy) | \$ 13.82 | 08/09/2017 | | M | 12,500 | ⁽⁴⁾ 01/29/2022 | Class A Common Stock | 12,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------------------------------|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Schwichtenberg Kay C/O CENTRAL GARDEN & PET COMPANY 1340 TREAT BLVD, SUITE 600 WALNUT CREEK, CA 94597 | | | Executive Vice President | |

Signatures

/s/ Kay

Schwichtenberg

08/11/2017

__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.

(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) Options were granted on April 16, 2015, of which 25,000 have vested and been exercised and the remaining 25,000 shares will vest and be exercisable as follows: 12,500 shares on March 31, 2018; and 12,500 shares on March 31, 2019.

Options were granted on January 29, 2016, of which 12,500 have vested and have been exercised and the remaining 37,500 shares will
(4) vest and be exercisable as follows: 12,500 shares on January 29, 2018; 12,500 shares on January 29, 2019; and 12,500 shares on January 29, 2020.

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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