CENTRAL GARDEN & PET CO

Form 4

Stock

November 15, 2016

November i	13, 2010											
FORM	14 INITED	STATES	SECUL	RITIFS A	ND FXC	ΉΔΝ	IGE CO	OMMISSION	_	PPROVAL		
Cl. 1.4					D.C. 205		OMB Number:	3235-0287 January 31,				
Check the first of the control of th	nger to 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,										
obligation may con See Instruction 1(b).	ons Section 17(ntinue. ruction	a) of the P	ublic U	tility Hol		pany	Act of 1	1935 or Section	1			
(Print or Type	Responses)											
			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer				
			CENTRAL GARDEN & PET CO [CENT]					(Check all applicable)				
				f Earliest Ti Day/Year)	ransaction		_	_X_ Director Officer (give t	titleOthe	Owner er (specify		
COMPAN	RAL GARDEN & Y, 1340 TREAT ARD, SUITE 600	& PET	11/14/2	016			ľ	pelow)	below)			
(Street) 4. If Amend Filed(Month) WALNUT CREEK, CA 94597								6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative S	ecurit	ies Acqui	ired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	ed Date, if	3.	4. Securities our Disposed (Instr. 3, 4	es Acqu d of (E	uired (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
C1 4				Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Class A Common Stock	11/14/2016			M	154,959	A	\$ 8.93	456,754	D			
Class A Common Stock	11/14/2016			F <u>(1)</u>	123,615	D	\$ 26.89	332,802	D			
Class A Common								638	I	By John R. Ranelli		

Trust

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Common Stock	81,863	I	By John R. Ranelli Trust (2)
Common Stock	96,379	D	

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 inDerivative 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)	\$ 8.93	11/14/2016		M		154,959	(3)	02/11/2019	Class A Common Stock	154,959

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Funite / Futuress	Director	10% Owner	Officer	Other		
Ranelli John C/O CENTRAL GARDEN & PET COMPANY 1340 TREAT BOULEVARD, SUITE 600	X					
WALNUT CREEK, CA 94597						

Signatures

/s/ JoAnn Jonte, as Attorney-in-Fact for John Ranelli 11/15/2016

**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)

Reporting Owners 2

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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 the exercise.

- (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.
- (3) The option vests in four equal annual installments beginning February 11, 2013.

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.