

Reed Michael A  
Form 4  
May 14, 2018

**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 \*  
Reed Michael 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)  
05/10/2018

\_\_\_\_ 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            | 05/10/2018                           |  | M                              |   | 12,500  | A  | \$ 10.63 142,240 D                         |
| Class A Common Stock            | 05/10/2018                           |  | F(1)                           |   | 7,149   | D  | \$ 36.15 135,091 D                         |
| Class A Common Stock            | 05/10/2018                           |  | M                              |   | 12,500  | A  | \$ 13.82 147,591 D                         |

Edgar Filing: Reed Michael A - Form 4

|                            |            |                  |        |   |             |         |   |
|----------------------------|------------|------------------|--------|---|-------------|---------|---|
| Class A<br>Common<br>Stock | 05/10/2018 | F <sup>(1)</sup> | 7,818  | D | \$<br>36.15 | 139,773 | D |
| Class A<br>Common<br>Stock | 05/11/2018 | S                | 16,365 | D | \$ 36.5     | 123,408 | 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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|---|--|---|---|---|--|--|---|-------------------------------------|
|   |  |   |   | Code                                    | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                               |
| Class A<br>Common<br>Stock                          | \$ 10.63   | 05/10/2018                              |   | M                                       | 12,500   | <u>(2)</u> 03/31/2021  | Class A<br>Common<br>Stock  | 12,500                              |
| Class A<br>Common<br>Stock                          | \$ 13.82   | 05/10/2018                              |   | M                                       | 12,500   | <u>(3)</u> 01/29/2022  | Class A<br>Common<br>Stock  | 12,500                              |

## Reporting Owners

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

## Signatures

/s/JoAnn Jonte as Attorney-in-Fact for Michael  
Reed 05/14/2018

\*\*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) On April 16, 2015, the reporting person was granted an option to purchase 50,000 shares of Class A Common Stock of the Issuer. The option vests in four equal annual installments beginning on March 31, 2016.
  - (3) On January 29, 2016, the reporting person was granted an option to purchase 50,000 shares of Class A Common Stock of the Issuer. The option vests in four equal annual installments beginning on January 29, 2017.

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.