

# FORM 4

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

OMB APPROVAL	
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>CHICHESTER DAVID N</b>			2. Issuer Name and Ticker or Trading Symbol <b>CENTRAL GARDEN &amp; PET CO [CENT]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Interim CFO</b>		
(Last) <b>1340 TREAT BLVD., STE. 600</b>	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/09/2015</b>					
(Street) <b>WALNUT CREEK, CA 94597</b>			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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	12/09/2015		M		22,397	A	\$ 8.93	61,837	D	
Class A Common Stock	12/09/2015		F(1)		14,639	D	\$ 17.07	47,198	D	
Class A Common Stock	12/09/2015		M		18,493	A	\$ 7.21	65,691	D	
Class A Common Stock	12/09/2015		F(1)		10,734	D	\$ 17.07	54,957	D	
Class A Common Stock	12/09/2015		M		6,761	A	\$ 9.86	61,718	D	
Class A Common Stock	12/09/2015		F(1)		4,688	D	\$ 17.07	57,030	D	
Common Stock								2,804	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$ 8.93	12/09/2015		M		22,397 (2)	(3)	08/11/2016	Class A Common Stock	22,397	\$ 0	0	D	
Stock Option (Right to Buy)	\$ 7.21	12/09/2015		M		18,493 (2)	(4)	08/10/2017	Class A Common Stock	18,493	\$ 0	9,247	D	
Stock Option (Right to Buy)	\$ 9.86	12/09/2015		M		6,761 (2)	(5)	08/10/2018	Class A Common Stock	6,761	\$ 0	13,523	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHICHESTER DAVID N 1340 TREAT BLVD., STE. 600 WALNUT CREEK, CA 94597	X		Interim CFO	

## Signatures

/s/ JoAnn Jonte as attorney-in-fact for David N. Chichester		12/10/2015
<small>**Signature of Reporting Person</small>		<small>Date</small>

## 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 the exercise.
- (2) Stock options granted under the Company's Nonemployee Director Equity Incentive Plan, as amended.
- (3) One-third of the total options granted became exercisable at each of 6 months, 18 months and 30 months after February 11, 2013, the date of the grant.
- (4) One-third of the total options granted became exercisable at each of 6 months, 18 months and 30 months after February 10, 2014, the date of the grant.
- (5) One-third of the total options granted became exercisable at each of 6 months, 18 months and 30 months after February 10, 2015, the date of the grant.

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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