

# FORM 4

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

| OMB APPROVAL                                   |           |
|--|-----------|
| OMB Number:                                    | 3235-0287 |
| Estimated average burden hours per response... | 0.5       |

## 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 *<br><b>Reed Michael A</b>                      |                                      | 2. Issuer Name and Ticker or Trading Symbol<br><b>CENTRAL GARDEN &amp; PET CO [CENT]</b> |   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br><b>Executive Vice President</b> |   |            |            |   |  |   |
|---|--------------------------------------|--|---|---|---|------------|------------|---|--|---|
| (Last)  | (First)                              | (Middle)   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>05/09/2016</b> |   |   |            |            |   |  |   |
| 1340 TREAT BOULEVARD, SUITE 600   |                                      |  |   |   |   |            |            |   |  |   |
| (Street)  |                                      |  | 4. If Amendment, Date Original Filed(Month/Day/Year)                  |   | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |            |            |   |  |   |
| WALNUT CREEK, CA 94597  |                                      |  |   |   |   |            |            |   |  |   |
| (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  | 05/09/2016                           |  | M   |   | 11,200  | A          | \$ 9.26    | 166,091   | D  |   |
| Class A Common Stock  | 05/09/2016                           |  | F(1)  |   | 7,068   | D          | \$ 18.82   | 159,023   | D  |   |
| Class A Common Stock  | 05/09/2016                           |  | M   |   | 12,500  | A          | \$ 9.54    | 171,523   | D  |   |
| Class A Common Stock  | 05/09/2016                           |  | F(1)  |   | 8,023   | D          | \$ 18.82   | 163,500   | D  |   |
| Class A Common Stock  | 05/09/2016                           |  | M   |   | 12,500  | A          | \$ 6.43    | 176,000   | D  |   |
| Class A Common Stock  | 05/09/2016                           |  | F(1)  |   | 6,522   | D          | \$ 18.82   | 169,478   | D  |   |
| Class A Common Stock  | 05/09/2016                           |  | M   |   | 12,500  | A          | \$ 10.63   | 181,978   | D  |   |
| Class A Common Stock  | 05/09/2016                           |  | F(1)  |   | 8,549   | D          | \$ 18.82   | 173,429   | D  |   |
| Class A Common Stock  | 05/09/2016                           |  | S   |   | 3,027   | D          | \$ 18.7003 | 170,402   | 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 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 |
| Stock Option (Right to Buy)                | \$ 9.26  | 05/09/2016                           |  | M                              |   | 11,200  | (2)  | 04/13/2017      | Class A Common Stock  | 11,200                                     | \$ 0   | 0  | D  |       |
| Stock Option (Right to Buy)                | \$ 9.54  | 05/09/2016                           |  | M                              |   | 12,500  | (3)  | 03/26/2018      | Class A Common Stock  | 12,500                                     | \$ 0   | 0  | D  |       |
| Stock Option (Right to Buy)                | \$ 6.43  | 05/09/2016                           |  | M                              |   | 12,500  | (4)  | 03/31/2019      | Class A Common Stock  | 12,500                                     | \$ 0   | 12,500   | D  |       |

|                             |          |            |  |   |  |  |        |     |            |                      |        |      |        |   |  |
|-----------------------------|----------|------------|--|---|--|--|--------|-----|------------|----------------------|--------|------|--------|---|--|
| Stock Option (Right to Buy) | \$ 10.63 | 05/09/2016 |  | M |  |  | 12,500 | (5) | 03/31/2021 | Class A Common Stock | 12,500 | \$ 0 | 37,500 | D |  |
|-----------------------------|----------|------------|--|---|--|--|--------|-----|------------|----------------------|--------|------|--------|---|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Reed Michael A<br>1340 TREAT BOULEVARD<br>SUITE 600<br>WALNUT CREEK, CA 94597 |               |           | Executive Vice President |       |

## Signatures

|  |  |                     |
|--|--|---------------------|
| /s/ JoAnn Jonte, as attorney-in-fact for Michael A. Reed |  | 05/11/2016          |
| <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 exercise.  
On April 13, 2011, the Issuer's Compensation Committee granted the reporting person an option to purchase 70,000 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 targets were not met for 14,000 shares of Class A Common Stock.
- (3) On March 26, 2012, 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 March 26, 2013.
- (4) On August 12, 2013, 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 March 31, 2014.
- (5) The options shall vest in four increments of 25% on March 31, 2016, 2017, 2018 and 2019.

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.