

# FORM 4

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

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| OMB APPROVAL                                   |           |
| OMB Number:                                    | 3235-0287 |
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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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|  |  |  |  |   |  |
|--|--|--|--|---|--|
| 1. Name and Address of Reporting Person *<br><b>Ranelli John</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><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |  |
| (Last) (First) (Middle)<br><b>C/O CENTRAL GARDEN &amp; PET COMPANY, 1340 TREAT BLVD, SUITE 600</b> |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>02/22/2017</b>                    |  |   |  |
| (Street)<br><b>WALNUT CREEK, CA 94597</b>  |  | 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  |  |
| (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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------------------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                           |   |  |   |
| Class A Common Stock            | 02/22/2017                           |  | S                              |   | 10,000  | D          | \$ 33.47<br><a href="#">(1)</a> | 52,030  | I  | By John R. Ranelli Trust <a href="#">(2)</a>          |
| Class A Common Stock            | 02/23/2017                           |  | S                              |   | 5,000   | D          | \$ 32.75<br><a href="#">(3)</a> | 47,030  | I  | By John R. Ranelli Trust <a href="#">(2)</a>          |
| Class A Common Stock            |                                      |  |                                |   |   |            |                                 | 177,736   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |                                 | 64,253  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |                                 | 39,384  | I  | By John R. Ranelli Trust <a href="#">(2)</a>          |

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

SEC 1474 (9-02)  
**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.**

**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 |   | (A)  | (D) |   |  |  |  |  |

## Reporting Owners

|                      |  |
|----------------------|--|
| <b>Relationships</b> |  |
|----------------------|--|

| Reporting Owner Name / Address   | Director | 10% Owner | Officer | Other |
|--|----------|-----------|---------|-------|
| Ranelli John<br>C/O CENTRAL GARDEN & PET COMPANY<br>1340 TREAT BLVD, SUITE 600<br>WALNUT CREEK, CA 94597 | X        |           |         |       |

## Signatures

|   |  |                     |
|---|--|---------------------|
| /s/ JoAnn Jonte, as Attorney-in-Fact for John Ranelli |  | 02/24/2017          |
| <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) The range of prices for the shares of Class A Common Stock is from \$33.40 to \$33.75. Mr. Ranelli undertakes that he will provide, upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.
- (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 range of prices for the shares of Class A Common Stock is from \$32.75 to \$32.76. Mr. Ranelli undertakes that he will provide, upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.

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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