

CENTRAL GARDEN & PET CO
 Form 3
 September 08, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Machek Howard</p> <p>(Last) (First) (Middle)</p> <p>C/O CENTRAL GARDEN & PET COMPANY, Â 1340 TREAT BOULEVARD, SUITE 600</p> <p>(Street)</p> <p>WALNUT CREEK, Â CA Â 94597</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/02/2015</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CENTRAL GARDEN & PET CO [CENT]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Accounting Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,000	D	Â
Class A Common Stock	21,960 ⁽¹⁾	D	Â
Units - Common Stock	311.3467 ⁽²⁾	I	By 401(k) Plan
Units - Class A Common Stock	1,095.6336 ⁽³⁾	I	By 401(k) Plan

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	Â <u>(4)</u>	04/13/2017	Class A Common Stock	20,000	\$ 9.26	D	Â
Stock Option (Right to Buy)	Â <u>(5)</u>	03/26/2018	Class A Common Stock	18,000	\$ 9.54	D	Â
Stock Option (Right to Buy)	Â <u>(6)</u>	03/31/2019	Class A Common Stock	18,000	\$ 6.43	D	Â
Stock Option (Right to Buy)	Â <u>(7)</u>	03/31/2021	Class A Common Stock	18,000	\$ 10.63	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Machek Howard C/O CENTRAL GARDEN & PET COMPANY 1340 TREAT BOULEVARD, SUITE 600 WALNUT CREEK, CA 94597	Â	Â	Â Chief Accounting Officer	Â

Signatures

/s/ Howard
Machek

09/08/2015

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 9,460 restricted shares of Class A Common Stock granted on February 14, 2014 of which one-third vest annually on February 14, 2017, 2018 and 2019, and 4,500 restricted shares of Class A Common Stock granted on September 16, 2014, of which one-third vest annually on March 31, 2016, 2017 and 2018.

(2) The units represent interests in the CENT Stock Fund in the Issuer's 401(k) Plan, which consist of shares of CENT stock and cash.

(3) The units represent interests in the CENTA Stock Fund in the Issuer's 401(k) Plan, which consist of shares of CENTA stock and cash.

(4) Options were granted on April 13, 2011 of which 12,800 shares are vested and exercisable, 3,200 shares will vest and be exercisable on March 13, 2017 and 4,000 shares are subject to the satisfaction of performance conditions.

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- (5) Options were granted on March 26, 2012 of which 13,500 shares are vested and exercisable and the remaining 4,500 shares will vest and be exercisable on March 26, 2016.
- (6) Options were granted on August 12, 2013 of which 9,000 shares are vested and exercisable and the remaining 9,000 shares will vest and be exercisable as follows: 4,500 shares on March 31, 2016 and 4,500 shares on March 31, 2017.
- (7) Options were granted on April 16, 2015. One-fourth (i.e. 4,500) of the total shares will vest on March 31, 2016, 2017, 2018 and 2019, respectively.

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.