

ROETH GEORGE C  
Form 4  
May 14, 2018

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ROETH GEORGE C

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)

C/O CENTRAL GARDEN & PET  
COMPANY, 1340 TREAT BLVD,  
SUITE 600

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/10/2018

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below) President and CEO

WALNUT CREEK, CA 94597

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

(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 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)
				(A) or (D)			
Class A Common Stock	05/10/2018		M	20,284	A \$ 9.86	88,273	D
Class A Common Stock	05/10/2018		F <sup>(1)</sup>	12,847	D \$ 36.15	75,426	D
Units						405.3146	I
							By 401(K) Plan <sup>(2)</sup>

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.

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(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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Class A Common STock	\$ 9.86	05/10/2018		M	20,284	<u>(3)</u>	08/10/2018	Class A Common Stock 20,284

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

ROETH GEORGE C  
C/O CENTRAL GARDEN & PET COMPANY  
1340 TREAT BLVD, SUITE 600  
WALNUT CREEK, CA 94597

X

President and CEO

## Signatures

/s/George Roeth 05/11/2018

\*\*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) 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.
- (3) 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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