

Ranelli John  
Form 4  
December 13, 2017

**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

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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ranelli John

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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/11/2017

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

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

(Street)

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

WALNUT CREEK, CA 94597

(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            | 12/11/2017                           |                                                    | F <sup>(1)</sup>               |                                                                   | 48,721 | D          | \$ 38.51                                                                                      | 61,317                                                   | D                                                     |
| Class A Common Stock            | 12/11/2017                           |                                                    | S                              |                                                                   | 16,189 | D          | \$ 38.169 <sup>(2)</sup>                                                                      | 1,103                                                    | I                                                     |
| Class A Common Stock            | 12/12/2017                           |                                                    | S                              |                                                                   | 10,802 | D          | \$ 37.7658 <sup>(4)</sup>                                                                     | 34,951                                                   | I                                                     |
|                                 |                                      |                                                    |                                |                                                                   |        |            |                                                                                               |                                                          | By John R. Ranelli Trust <sup>(3)</sup>               |

By John  
R. Ranelli  
Trust <sup>(3)</sup>

By John  
R. Ranelli  
Trust <sup>(3)</sup>

# Edgar Filing: Ranelli John - Form 4

|                            |            |   |        |   |                      |            |   |                                    |
|----------------------------|------------|---|--------|---|----------------------|------------|---|------------------------------------|
| Class A<br>Common<br>Stock | 12/13/2017 | S | 20,000 | D | \$<br>37.6741<br>(4) | 14,951     | I | By John<br>R. Ranelli<br>Trust (3) |
| Class A<br>Common<br>Stock |            |   |        |   |                      | 16,667 (5) | D |                                    |
| Common<br>Stock            |            |   |        |   |                      | 39,385     | D |                                    |
| Common<br>Stock            |            |   |        |   |                      | 100        | I | By John<br>R. Ranelli<br>Trust (3) |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

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

X

## Signatures

/s/ JoAnn Jonte as attorney-in-fact for John  
Ranelli

12/13/2017

\_\_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).
- (1) Shares delivered by Reporting Person in payment of the withholding tax liability upon vesting of restricted stock. The amount of shares withheld is based on the average of the high and low of the sales prices of CENTA on December 11, 2017.  
The range of prices for the shares of Class A Common Stock is from \$38.00 to \$38.85. 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.  
The range of prices for the shares of Class A Common Stock is from \$37.52 to \$37.995. 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.
- (3) On December 12, 2017, the Reporting Person transferred 44,650 shares of directly held CENTA to John R. Ranelli Trust.

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.