

Schwichtenberg Kay  
 Form 4  
 July 09, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Schwichtenberg Kay

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)  
 07/05/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Class A Common Stock            | 07/05/2018                           |  | M                              | 12,500  | A \$ 10.63  | 21,285   | D  |
| Class A Common Stock            | 07/05/2018                           |  | F(1)                           | 7,385   | D \$ 41.56  | 13,900   | D  |
| Class A Common Stock            | 07/05/2018                           |  | M                              | 12,500  | A \$ 13.82  | 26,400   | D  |

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|                            |            |                  |       |   |             |          |   |                                  |
|----------------------------|------------|------------------|-------|---|-------------|----------|---|----------------------------------|
| Class A<br>Common<br>Stock | 07/05/2018 | F <sup>(1)</sup> | 7,912 | D | \$<br>41.56 | 18,488   | D |                                  |
| Units                      |            |                  |       |   |             | 389.7679 | I | By 401(k)<br>Plan <sup>(2)</sup> |

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

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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<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 of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |        |
|---|--|---|---|--------------------------------------|--|--|---|--|--------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                                  |        |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 10.63   | 07/05/2018                              |   | M                                    | 12,500   | <sup>(3)</sup>   | 03/31/2021  | Class A<br>Common<br>Stock             | 12,500 |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 13.82   | 07/05/2018                              |   | M                                    | 12,500   | <sup>(4)</sup>   | 01/29/2022  | Class A<br>Common<br>Stock             | 12,500 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| Schwichtenberg Kay<br>C/O CENTRAL GARDEN & PET COMPANY<br>1340 TREAT BLVD, SUITE 600<br>WALNUT CREEK, CA 94597 |               |           | Executive Vice President |       |

## Signatures

/s/Kay

Schwichtenberg

07/07/2018

\_\_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) Options were granted on April 16, 2015, of which 37,500 have vested and been exercised and the remaining 12,500 shares will vest and be exercisable as follows: 12,500 shares on March 31, 2019.
  - (4) Options were granted on January 29, 2016, of which 25,000 have vested and been exercised and the remaining 25,000 shares will vest and be exercisable as follows: 12,500 shares on January 29, 2019; and 12,500 shares on January 29, 2020.

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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