

CHICHESTER DAVID N
Form 4
April 04, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
CHICHESTER DAVID N

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)
1340 TREAT BLVD., STE. 600
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/02/2012

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

WALNUT CREEK, CA 94597

(City) (State) (Zip)

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

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) | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Class A Common Stock | 04/02/2012 | | M | 3,685 | A | \$ 6.54 | 40,131 | D |
| Class A Common Stock | 04/02/2012 | | S(1) | 3,685 | D | \$ 9.75 | 36,446 | D |
| Class A Common Stock | 04/03/2012 | | M | 5,715 | A | \$ 6.54 | 42,161 | D |
| Class A Common | 04/03/2012 | | S(1) | 5,715 | D | \$ 9.7517 | 36,446 | D |

Stock

Common
Stock

2,804 D

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

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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 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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Director Stock Option (right to buy) | \$ 6.54 | 04/02/2012 | | M | 3,685 | ⁽²⁾ 08/09/2012 | Class A Common Stock | 3,685 |
| Director Stock Option (right to buy) | \$ 6.54 | 04/03/2012 | | M | 5,715 | ⁽²⁾ 08/09/2012 | Class A Common Stock | 5,715 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CHICHESTER DAVID N 1340 TREAT BLVD., STE. 600 WALNUT CREEK, CA 94597 | X | | | |

Signatures

/s/ David N.
Chichester

04/04/2012

**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) Sales effected under a sale plan pursuant to Rule 10b5-1(c)(1) of the Securities Exchange Act of 1934, as amended.
 - (2) One-third of the total options granted became exercisable at each of 6 months, 18 months and 30 months after February 9, 2009, 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. 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.