

Bishop William W JR
Form 4
January 26, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Bishop William W JR

2. Issuer Name and Ticker or Trading Symbol
Blue Buffalo Pet Products, Inc.
[BUFF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/24/2018

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

C/O BLUE BUFFALO PET PRODUCTS, INC., 11 RIVER ROAD

(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

WILTON, CT 06897

(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 Ownership (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price			
Common Stock	01/24/2018		S ⁽¹⁾		3,180	D		\$ 33.12 (2)	616,930	D	
Common Stock	01/24/2018		S ⁽¹⁾		7,420	D		\$ 33.12 (2)	1,439,505	I	See Footnote (3)
Common Stock	01/25/2018		S ⁽¹⁾		3,180	D		\$ 33.22 (4)	613,750	D	

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and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

- (3) Reflects shares held by The Orca Trust for the benefit of the Reporting Person's family, of which the Reporting Person is trustee. The Reporting Person disclaims beneficial ownership of the shares held by the trust, except to the extent of his pecuniary interest therein.

- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$33.01 to \$33.37, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

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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