

CENTRAL GARDEN & PET CO
 Form 4
 January 20, 2010

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 *
BROWN WILLIAM E

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., SUITE 600
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/15/2010

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

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 Ownership Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------------|------------------------------|------------------|------------|--|------|---|---------|-----|------------------|-----------------|----------------------|----------------------------|
| Stock Option (right to buy) | \$ 10 | 01/15/2010 | | | A | | 250,000 | | (1) | 04/14/2015 | Class A Common Stock | 250,000 |
| Stock Option (right to buy) | \$ 12.5 | 01/15/2010 | | | A | | 250,000 | | (1) | 04/14/2015 | Class A Common Stock | 250,000 |
| Stock Option (right to buy) | \$ 15 | 01/15/2010 | | | A | | 250,000 | | (1) | 04/14/2015 | Class A Common Stock | 250,000 |
| Stock Option (right to buy) | \$ 10 | 01/15/2010 | | | A | | 250,000 | | (2) | 04/14/2015 | Common Stock | 250,000 |
| Stock Option (right to buy) | \$ 12.5 | 01/15/2010 | | | A | | 250,000 | | (2) | 04/14/2015 | Common Stock | 250,000 |
| Stock Option (right to buy) | \$ 15 | 01/15/2010 | | | A | | 250,000 | | (2) | 04/14/2015 | Common Stock | 250,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BROWN WILLIAM E 1340 TREAT BLVD., SUITE 600 WALNUT CREEK, CA 94597 | X | X | Chairman and CEO | |

Signatures

/s/ William E.
Brown 01/20/2010

__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).

On April 14, 2009, the Issuer's Compensation Committee granted the reporting person a performance-based premium priced option to purchase 250,000 shares of Class A Common Stock of the Issuer, which option was reported in the Issuer's proxy statement on Schedule 14A filed on December 30, 2009. The closing price of the Issuer's Class A Common Stock on the date of grant was \$8.00 per share. The

- (1) option vests in five equal annual installments beginning April 14, 2010 based on the satisfaction of certain annual performance targets for each of the fiscal years ending September 2009, 2010, 2011, 2012 and 2013. The Issuer's Compensation Committee determined on January 15, 2010, that 100% of the performance targets for fiscal year 2009 were met which will result in the vesting on April 14, 2010, of the option to purchase 50,000 shares.

On April 14, 2009, the Issuer's Compensation Committee granted the reporting person a performance-based premium priced option to purchase 250,000 shares of Common Stock of the Issuer, which option was reported in the Issuer's proxy statement on Schedule 14A filed on December 30, 2009. The closing price of the Issuer's Common Stock on the date of grant was \$8.28 per share. The option vests in five

- (2) equal annual installments beginning April 14, 2010 based on the satisfaction of certain annual performance targets for each of the fiscal years ending September 2009, 2010, 2011, 2012 and 2013. The Issuer's Compensation Committee determined on January 15, 2010, that 100% of the performance targets for fiscal year 2009 were met which will result in the vesting on April 14, 2010, of the option to purchase 50,000 shares.

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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