

CENTRAL GARDEN & PET CO
 Form 4
 May 16, 2007

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 *
BOOTH STUART W

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)
 05/14/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, CFO & Secretary

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 (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/14/2007		M ⁽¹⁾		3,000 A \$ 7.28	13,000	D
Common Stock	05/14/2007		F ⁽²⁾		2,181 D \$ 14.67	10,819	D
Class A Common Stock	05/14/2007		M ⁽¹⁾		6,000 A \$ 7.23	26,000	D
Class A Common Stock	05/14/2007		F ⁽²⁾		4,447 D \$ 13.83	21,553	D

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- Shares withheld by the Issuer in payment of the aggregate option exercise price and withholding tax liability incurred upon the
- (2) above-reported exercise of options. The amount of shares withheld is based on the respective average of the high and low sales price on the date of exercise.

- These options are exercisable in four installments. Of the 15,000 options, 20% vested on February 10, 2007 and 20% will vest upon each
- (3) of the fifth and sixth anniversaries of the grant date of February 10, 2003, with the remaining 40% vesting upon the seventh anniversary of the grant date.

- These options are exercisable in four installments. Of the 30,000 options, 20% vested on February 10, 2007 and 20% will vest upon each
- (4) of the fifth and sixth anniversaries of the grant date of February 10, 2003, with the remaining 40% vesting upon the seventh anniversary of the grant date.

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.