

CENTRAL GARDEN & PET CO
 Form 5/A
 November 06, 2009

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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)

3. Statement of Issuer's Fiscal Year Ended (Month/Day/Year)
 09/26/2009

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

1340 TREAT BLVD., SUITE 600
 (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 11/04/2009

6. Individual or Joint/Group Reporting
 (check applicable line)

WALNUT CREEK, CA 94597

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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) (A) Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	05/27/2009	Â	G	27,000 D \$ 0	3,213,585	D	Â
Class A Common Stock	07/31/2009	Â	G	39,700 D \$ 0	3,173,885	D	Â
Class A Common Stock	07/31/2009	Â	G	34,500 A \$ 0	159,000	I ⁽¹⁾	By Irrevocable Trusts

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Class A
Common Stock 09/23/2009 Â G 4,000 D \$ 0 3,169,885 D Â

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 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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Option (right to buy)	\$ 10	12/23/2008	Â	A4	250,000	Â	Â <u>(2)</u>	06/18/2014	Class A Common Stock	250,000
Stock Option (right to buy)	\$ 12.5	12/23/2008	Â	A4	250,000	Â	Â <u>(2)</u>	06/18/2014	Class A Common Stock	250,000
Stock Option (right to buy)	\$ 15	12/23/2008	Â	A4	250,000	Â	Â <u>(2)</u>	06/18/2014	Class A Common Stock	250,000
Stock Option (right to buy)	\$ 10	12/23/2008	Â	A4	250,000	Â	Â <u>(3)</u>	06/18/2014	Common Stock	250,000
Stock Option (right to buy)	\$ 12.5	12/23/2008	Â	A4	250,000	Â	Â <u>(3)</u>	06/18/2014	Common Stock	250,000
Stock Option (right to buy)	\$ 15	12/23/2008	Â	A4	250,000	Â	Â <u>(3)</u>	06/18/2014	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 11/06/2009

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) On July 31, 2009, the Reporting Person contributed a total aggregate amount of 34,500 shares of Class A Common Stock of the Issuer for the benefit of various family Irrevocable Trusts. These securities are owned directly by each of the Irrevocable Trusts and indirectly by the Reporting Person and his spouse as co-trustees of the Irrevocable Trusts. The Reporting Person and his spouse, as co-trustees, have and share investment control over the securities held in each of the Irrevocable Trusts but disclaim beneficial ownership of the reported securities held by the Irrevocable Trusts except to the extent of his and his wife's pecuniary interest therein.

(2) On June 18, 2008, 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 January 2, 2009. The closing price of the Issuer's Class A Common Stock on the date of grant was \$4.07 per share. The option vests in five equal annual installments beginning June 18, 2009 based on the satisfaction of certain annual performance targets for each of the fiscal years ending September 2008, 2009, 2010, 2011 and 2012. The Issuer's Compensation Committee determined on December 23, 2008, that 60% of the performance targets for fiscal 2008 were met which resulted in the vesting on June 18, 2009, of the option to purchase 30,000 shares. The option to purchase the remaining 20,000 shares for fiscal 2008 may vest in the future if certain cumulative performance targets are met.

(3) On June 18, 2008, 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 January 2, 2009. The closing price of the Issuer's Common Stock on the date of grant was \$4.67 per share. The option vests in five equal annual installments beginning June 18, 2009 based on the satisfaction of certain annual performance targets for each of the fiscal years ending September 2008, 2009, 2010, 2011 and 2012. The Issuer's Compensation Committee determined on December 23, 2008, that 60% of the performance targets for fiscal 2008 were met which resulted in the vesting on June 18, 2009, of the option to purchase 30,000 shares. The option to purchase the remaining 20,000 shares for fiscal 2008 may vest in the future if certain cumulative performance targets are met.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.