### CENTRAL GARDEN & PET CO

Form 5/A

Stock

November 06, 2009

FORM 5

. 0	UNITED	STATES S					GE CO	OMMISSION	OMB Number:	3235-0362			
	Check this box if washington, D.C. 20549 no longer subject						Expires:	January 31, 2005					
to Section Form 4 or 5 obligati may cont	r Form ANN ons inue.			ENT OF CH RSHIP OF			FICIAL	Estimated burden he response	d average ours per				
See Instru 1(b). Form 3 H Reported Form 4 Transacti Reported	Filed pur foldings Section 17(	a) of the P	ublic U		ng Compa	any A	ct of		on				
	Address of Reporting VILLIAM E	:	2. Issuer Name <b>and</b> Ticker or Trading Symbol CENTRAL GARDEN & PET CO					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)					
(Last)	(First) (1	(First) (Middle) 3			[CENT] 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)					X Director X 10% Owner X Officer (give title Other (specify below)			
1340 TREA	09/26/2009  1340 TREAT BLVD., SUITE 600  Chairman and CEO												
	(Street)	4. If Amendment, Date Original Filed(Month/Day/Year) 11/04/2009					6. Individual or Joint/Group Reporting  (check applicable line)						
WALNUT	CREEK, CAÂ	94597						_X_ Form Filed by Form Filed by Person	One Reporting More than One				
(City)	(State)	(Zip)	Tab	le I - Non-Der	ivative Sec	curitie	s Acqu	ired, Disposed	of, or Benefic	ially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if Transport Control of the Control		3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or			Securities Beneficially Owned at end of Issuer's	Ownership Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Class A					Amount	(D)	Price	-1)					
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	07/31/2009	Â		G	34,500	A	\$0	159,000	I (1)	By Irrevocable			

Trusts

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

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (9-02)

# $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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	Amoun Numbe Shares
Stock Option (right to buy)	\$ 10	12/23/2008	Â	A4	250,000	Â	(2)	06/18/2014	Class A Common Stock	250,0
Stock Option (right to buy)	\$ 12.5	12/23/2008	Â	A4	250,000	Â	(2)	06/18/2014	Class A Common Stock	250,0
Stock Option (right to buy)	\$ 15	12/23/2008	Â	A4	250,000	Â	(2)	06/18/2014	Class A Common Stock	250,0
Stock Option (right to buy)	\$ 10	12/23/2008	Â	A4	250,000	Â	(3)	06/18/2014	Common Stock	250,0
Stock Option (right to buy)	\$ 12.5	12/23/2008	Â	A4	250,000	Â	(3)	06/18/2014	Common Stock	250,0
Stock Option (right to buy)	\$ 15	12/23/2008	Â	A4	250,000	Â	(3)	06/18/2014	Common Stock	250,0

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BROWN WILLIAM E 1340 TREAT BLVD., SUITE 600 WALNUT CREEK, CAÂ 94597

X Â X Â Chairman and CEO Â

**Signatures** 

/s/ William E. Brown

\*\*Signature of Date
Reporting Person

## **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 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

(1) 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.

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.
  - 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.

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