

BOOTH STUART W
Form 4
December 16, 2005

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 *
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)
11/16/2005

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

WALNUT CREEK, CA 94597

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

(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	11/16/2005		M		7,000 A (1) \$ 7.64	D	
Common Stock	11/16/2005		S		1,000 D (2) \$ 41.98	D	
Common Stock	11/16/2005		S		500 D \$ 41.93	D	
Common Stock	11/16/2005		S		1,000 D \$ 41.88	D	
Common Stock	11/16/2005		S		500 D \$ 41.89	D	

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Common Stock	11/16/2005	S	2,000	D	\$ 41.8	12,000	D
Common Stock	11/16/2005	S	500	D	\$ 41.84	11,500	D
Common Stock	11/16/2005	S	1,500	D	\$ 41.84	10,000	D
Common Stock	12/14/2005	M	7,000	A	\$ 7.64	17,000	D
Common Stock	12/14/2005	S	2,000	D	\$ 45.7	15,000	D
Common Stock	12/14/2005	S	500	D	\$ 45.67	14,500	D
Common Stock	12/14/2005	S	1,500	D	\$ 45.65	13,000	D
Common Stock	12/14/2005	S	1,000	D	\$ 45.62	12,000	D
Common Stock	12/14/2005	S	1,000	D	\$ 45.67	11,000	D
Common Stock	12/14/2005	S	1,000	D	\$ 45.68	10,000	D

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.

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 7.64	11/16/2005		M		01/31/2005	01/31/2006	Common Stock	7,000
Stock Option	\$ 7.64	12/14/2005		M		01/31/2005	01/31/2006	Common Stock	7,000

(right to buy)

Stock

Option (right to buy) ⁽⁴⁾

\$ 45.44

12/14/2005

A

13,000

⁽³⁾

12/14/2013

Common Stock

13,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOOTH STUART W 1340 TREAT BLVD., SUITE 600 WALNUT CREEK, CA 94597			EVP, CFO & Secretary	

Signatures

/s/ By JoAnn Jonte, as Attorney in Fact for Stuart W. Booth

12/16/2005

⁽⁴⁾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) Options exercised through sales plan pursuant to Rule 10b5-1(c)(1) of the Securities Exchange Act of 1934, as amended.
- (2) Sale (and all sales reflected in Table I of this Form 4) effected under sales plan pursuant to Rule 10b5-1(c)(1) of the Securities Exchange Act of 1934, as amended.
- (3) Options vest in increments of 20% upon each of the third, fourth, fifth, sixth and seventh anniversaries of the grant date.
- (4) Options granted pursuant to Central Garden & Pet Company's 2003 Omnibus Equity Incentive Plan.

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.