BOOTH STUART W

Form 4

January 20, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

Common

Stock

(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

(Check all applicable)

Director

Issuer

[CENT]

5. Relationship of Reporting Person(s) to

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

X_ Officer (give title below)

10% Owner _ Other (specify

01/18/2006

Filed(Month/Day/Year)

EVP, CFO & Secretary

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

13,000

D

WALNUT CREEK, CA 94597

1340 TREAT BLVD., SUITE 600

(Street)

01/18/2006

| (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. Transactio Code (Instr. 8) | 4. Securi on(A) or Di (Instr. 3, | ispose 4 and (A) | d of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Common Stock | 01/18/2006 | | Code V M | Amount 7,000 | or (D) A (1) | Price \$ 7.64 | (Instr. 3 and 4) 17,000 | D | | |
| Common Stock | 01/18/2006 | | S | 1,000 | D (2) | \$ 47.67 | 16,000 | D | | |
| Common Stock | 01/18/2006 | | S | 1,000 | D | \$ 47.5 | 15,000 | D | | |
| Common Stock | 01/18/2006 | | S | 1,000 | D | \$ 47.54 | 14,000 | D | | |

S

1,000

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Common Stock 01/18/2006 S 3,000 D \$47.1 10,000 D

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 (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) | Transaction Derivative Code Securities | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|---|--|-------|--|--------------------|---|--|
| | | | | Code V | | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 7.64 | 01/18/2006 | | M | | 7,000 | 01/31/2005 | 01/31/2006 | Common Stock | 7,000 |

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/ Stuart W. 01/18/2006 Booth

**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).
- (1) Options exercised through sales plan pursuant to Rule 10b5-1(c)(1) of the Securities Exchange Act of 1934, as amended.

Reporting Owners 2

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(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.

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.