BOOTH STUART W

Form 4

January 20, 2010

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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OMB APPROVAL

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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

obligations may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

BOOTH STUART W

Symbol

(Check all applicable)

CENTRAL GARDEN & PET CO

[CENT]

Director 10% Owner

(First)

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

X_ Officer (give title Other (specify below) below)

01/15/2010

Chief Financial Officer

1340 TREAT BLVD., SUITE 600

(Middle)

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line)

(Street) Filed(Month/Day/Year)

> _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

WALNUT CREEK, CA 94597

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Ownership (Instr. 4) (Instr. 4)

(Month/Day/Year)

(Instr. 3, 4 and 5) (Instr. 8)

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

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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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

(A)

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Da	y/Year) ((Instr.		Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of					(
			(Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 9.41	01/15/2010		A		75,000		<u>(1)</u>	04/14/2015	Class A Common Stock	75,000	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BOOTH STUART W 1340 TREAT BLVD., SUITE 600 WALNUT CREEK, CA 94597

Chief Financial Officer

Signatures

/s/ Stuart W.
Booth

**Signature of Reporting Person

O1/20/2010

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).

On January 15, 2010, the Issuer's Compensation Committee granted the reporting person an option to purchase 75,000 shares of Class A (1) Common Stock of the Issuer. The option vests in five equal annual installments beginning April 14, 2010 based on the satisfaction of certain annual performance targets for each of the fiscal years ending September 2009, 2010, 2011, 2012 and 2013.

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.

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