

CENTRAL GARDEN & PET CO

Form 4

April 19, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
HALAS GUS D

(Last) (First) (Middle)

**C/O CENTRAL GARDEN & PET
COMPANY, 1340 TREAT
BOULEVARD, SUITE 600**

(Street)

WALNUT CREEK, CA 94597

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**CENTRAL GARDEN & PET CO
[CENT]**

3. Date of Earliest Transaction
(Month/Day/Year)
04/15/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Pdt & CEO - COC

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

Edgar Filing: CENTRAL GARDEN & PET CO - Form 4

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)	\$ 12.5	04/15/2011		A		357,010		<u>(1)</u>	04/15/2017	Common Stock	357,010
Stock Option (Right to Buy)	\$ 15	04/15/2011		A		357,010		<u>(2)</u>	04/15/2017	Common Stock	357,010

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HALAS GUS D C/O CENTRAL GARDEN & PET COMPANY 1340 TREAT BOULEVARD, SUITE 600 WALNUT CREEK, CA 94597	Pdt & CEO - COC

Signatures

/s/ Gus D. Halas 04/18/2011

__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 April 15, 2011, the Issuer's Compensation Committee granted the reporting person an option to purchase 357,010 shares of Common Stock of the Issuer at an exercise price of \$12.50 per share. The option vests in five equal annual installments beginning April 15, 2012 based on the satisfaction of certain annual performance targets for each of the fiscal years ending September 2011, 2012, 2013, 2014 and 2015.

(2) On April 15, 2011, the Issuer's Compensation Committee granted the reporting person an option to purchase 357,010 shares of Common Stock of the Issuer at an exercise price of \$15.00 per share. The option vests in five equal annual installments beginning April 15, 2012 based on the satisfaction of certain annual performance targets for each of the fiscal years ending September 2011, 2012, 2013, 2014 and 2015.

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.