

BOOTH STUART W
Form 4
May 23, 2007

FORM 4

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

OMB APPROVAL

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

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)
05/21/2007

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

WALNUT CREEK, CA 94597

(City) (State) (Zip)

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

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 or Price		
Common Stock	05/21/2007		M ⁽¹⁾		3,000 A \$ 8.74	13,819	D
Common Stock	05/21/2007		F ⁽²⁾		2,369 D \$ 14.29	11,450	D
Common Stock	05/22/2007		S ⁽³⁾		631 D \$ 14.75	10,819	D
Class A Common Stock	05/21/2007		M ⁽¹⁾		6,000 A \$ 8.67	27,553	D
Class A Common	05/21/2007		F ⁽²⁾		4,863 D \$ 13.33	22,690	D

Stock

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)	5. Number of Derivative Securities (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)	8.			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 8.74	05/21/2007		M		3,000		06/16/2006	06/16/2007	Common Stock	3,000
Stock Option (right to buy)	\$ 8.67	05/21/2007		M		6,000		06/16/2006	06/16/2007	Class A Common Stock	6,000

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. Booth
05/22/2007

**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.

Shares withheld by the Issuer in payment of the aggregate option exercise price and withholding tax liability incurred upon the
(2) above-reported exercise of options. The amount of shares withheld is based on the respective average of the high and low sales price on the date of exercise.

(3) Sales 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.

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