

SIROVICH MATTHEW

Form 4

May 07, 2008

**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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SCOPIA MANAGEMENT INC

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)

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

05/05/2008

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

450 SEVENTH AVENUE, 43RD  
FLOOR

(Street)

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

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

\_\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting  
Person

NEW YORK, NY 10123

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) Price |                                                                                               |                                                          |                                                       |
| Class A                         | 05/05/2008                           |                                                    | P                              |                                                                   | 988    | A \$ 4.955       | 4,648,072                                                                                     | I                                                        | See Footnote <u>(1)</u>                               |
| Common Stock                    | 05/05/2008                           |                                                    | P                              |                                                                   | 0      | A \$ 0           | 2,305,462                                                                                     | I                                                        | See Footnote <u>(1)</u>                               |
| Common Stock                    | 05/05/2008                           |                                                    | P                              |                                                                   | 0      | A \$ 0           | 60,310                                                                                        | D <u>(2)</u>                                             |                                                       |
| Class A                         | 05/05/2008                           |                                                    | P                              |                                                                   | 0      | A \$ 0           | 41,886                                                                                        | D <u>(2)</u>                                             |                                                       |

# Edgar Filing: SIROVICH MATTHEW - Form 4

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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                        | Relationships                    |
|-------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                       | Director 10% Owner Officer Other |
| SCOPIA MANAGEMENT INC<br>450 SEVENTH AVENUE<br>43RD FLOOR<br>NEW YORK, NY 10123                       | X                                |
| MINDICH JEREMY<br>C/O SCOPIA MANAGEMENT INC<br>450 SEVENTH AVENUE, 43RD FLOOR<br>NEW YORK, NY 10123   | X                                |
| SIROVICH MATTHEW<br>C/O SCOPIA MANAGEMENT INC<br>450 SEVENTH AVENUE, 43RD FLOOR<br>NEW YORK, NY 10123 | X                                |

## Signatures

Scopia Management Inc By: /s/ Jeremy Mindich,  
President 05/07/2008

\_\_Signature of Reporting Person

Date

/s/ Jeremy Mindich

05/07/2008

\_\_Signature of Reporting Person

Date

/s/ Matthew Sirovich

05/07/2008

\_\_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).

- These securities are held in the accounts of several investment funds and managed accounts (the "Investment Vehicles") for which Scopia Management Inc. ("Scopia Management") serves as the investment manager. Matthew Sirovich and Jeremy Mindich are the control persons of Scopia Management. Scopia Management and Messrs. Sirovich and Mindich may be deemed to beneficially own the securities
- (1) held by the Investment Vehicles and Messrs. Sirovich and Mindich's status as the control persons of Scopia Management. Each such Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purposes.
- (2) These securities are owned by Matthew Sirovich who is a Reporting Person.

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.