

CENTRAL GARDEN & PET CO  
 Form 5/A  
 November 06, 2009

# FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**BROWN WILLIAM E**

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. Statement of Issuer's Fiscal Year Ended (Month/Day/Year)  
 09/26/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman and CEO

1340 TREAT BLVD., SUITE 600  
 (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 11/04/2009

6. Individual or Joint/Group Reporting  
 (check applicable line)

WALNUT CREEK, CA 94597

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) Amount or (D) Price			
Class A Common Stock	05/27/2009	Â	G	27,000 D \$ 0	3,213,585	D	Â
Class A Common Stock	07/31/2009	Â	G	39,700 D \$ 0	3,173,885	D	Â
Class A Common Stock	07/31/2009	Â	G	34,500 A \$ 0	159,000	I <sup>(1)</sup>	By Irrevocable Trusts

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Class A  
Common Stock 09/23/2009 Â G 4,000 D \$ 0 3,169,885 D Â

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.**

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(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 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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Option (right to buy)	\$ 10	12/23/2008	Â	A4	250,000	Â	Â <u>(2)</u>	06/18/2014	Class A Common Stock	250,000
Stock Option (right to buy)	\$ 12.5	12/23/2008	Â	A4	250,000	Â	Â <u>(2)</u>	06/18/2014	Class A Common Stock	250,000
Stock Option (right to buy)	\$ 15	12/23/2008	Â	A4	250,000	Â	Â <u>(2)</u>	06/18/2014	Class A Common Stock	250,000
Stock Option (right to buy)	\$ 10	12/23/2008	Â	A4	250,000	Â	Â <u>(3)</u>	06/18/2014	Common Stock	250,000
Stock Option (right to buy)	\$ 12.5	12/23/2008	Â	A4	250,000	Â	Â <u>(3)</u>	06/18/2014	Common Stock	250,000
Stock Option (right to buy)	\$ 15	12/23/2008	Â	A4	250,000	Â	Â <u>(3)</u>	06/18/2014	Common Stock	250,000

