

FORM 4

**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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ EVP, CFO & Secretary		
(Last) 1340 TREAT BLVD., SUITE 600	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2007					
(Street) WALNUT CREEK, CA 94597			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 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			
Common Stock	05/14/2007		M ⁽¹⁾		3,000	A	\$ 7.28	13,000	D	
Common Stock	05/14/2007		F ⁽²⁾		2,181	D	\$ 14.67	10,819	D	
Class A Common Stock	05/14/2007		M ⁽¹⁾		6,000	A	\$ 7.23	26,000	D	
Class A Common Stock	05/14/2007		F ⁽²⁾		4,447	D	\$ 13.83	21,553	D	

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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**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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$ 7.28	05/14/2007		M			3,000	⁽³⁾	02/10/2011	Common Stock	3,000	\$ 0	12,000	D	
Stock Option (right to buy)	\$ 7.23	05/14/2007		M			6,000	⁽⁴⁾	02/10/2011	Class A Common Stock	6,000	\$ 0	24,000	D	

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/ Mary-Lou Sonntag, attorney-in-fact for Stuart W. Booth		05/16/2007
**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 granted under Central Garden & Pet Company 2003 Omnibus Equity Incentive Plan pursuant to Rule 16b-3(d).

(2) Shares withheld by the Issuer in payment of the aggregate option exercise price and withholding tax liability incurred upon the 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) These options are exercisable in four installments. Of the 15,000 options, 20% vested on February 10, 2007 and 20% will vest upon each of the fifth and sixth anniversaries of the grant date of February 10, 2003, with the remaining 40% vesting upon the seventh anniversary of the grant date.

(4) These options are exercisable in four installments. Of the 30,000 options, 20% vested on February 10, 2007 and 20% will vest upon each of the fifth and sixth anniversaries of the grant date of February 10, 2003, with the remaining 40% vesting upon the seventh anniversary of the grant date.

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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