

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person * HEIM JAMES V			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) _____ President of Pet Products		
(Last) 1340 TREAT BLVD., SUITE 600	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/20/2006					
(Street) WALNUT CREEK, CA 94549			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	08/20/2006		P ⁽¹⁾		1,341	D	\$ 42.5	13,659	D	
Common Stock	05/22/2007		M ⁽²⁾		5,000	A	\$ 10.47	18,659	D	
Common Stock	05/22/2007		S		7,309	D	\$ 14.26	11,350	D	
Class A Common Stock	05/22/2007		M ⁽²⁾		10,000	A	\$ 10.39	40,000	D	
Class A Common Stock	05/22/2007		S		14,818	D	\$ 13.31	25,182	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. 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 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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$ 10.47	05/22/2007		M		5,000	⁽³⁾	08/21/2010	Common Stock	5,000	\$ 0	15,000	D	
Stock Option (right to buy)	\$ 10.39	05/22/2007		M		10,000	⁽⁴⁾	08/21/2010	Class A Common Stock	10,000	\$ 0	30,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

HEIM JAMES V 1340 TREAT BLVD., SUITE 600 WALNUT CREEK, CA 94549			President of Pet Products	
---	--	--	---------------------------	--

Signatures

/s/ James V. Heim		05/23/2007
<small>**Signature of Reporting Person</small>		<small>Date</small>

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) Shares withheld by the Issuer in payment of the withholding tax liability incurred upon the vesting of 25%, or 3,750 shares, of the restricted stock award on August 20, 2006. The amount of shares withheld is based on the closing sales price on August 18, 2006, the last sales price before the vesting date.
- (2) Options granted under Central Garden & Pet Company 2003 Omnibus Equity Incentive Plan pursuant to Rule 16b-3(d).
- (3) These options are exercisable in four installments. Of the 20,000 options, 25% vested on August 20, 2006 and 25% will vest upon the completion of each of 36 months, 48 months and 60 months of continuous employment after the date of the grant of August 20, 2004.
- (4) These options are exercisable in four installments. Of the 40,000 options, 25% vested on August 20, 2006 and 25% will vest upon the completion of each of 36 months, 48 months and 60 months of continuous employment after the date of the grant of August 20, 2004.

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.