

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 PIERGALLINI ALFRED A			2. Issuer Name and Ticker or Trading Symbol CENTRAL GARDEN & PET CO [CENT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) 1340 TREAT BLVD., STE. 600	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/24/2007					
(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	05/24/2007		M ⁽¹⁾		2,962	A	\$ 11.3	6,941	D	
Common Stock	05/24/2007		S		2,962	D	\$ 14.589	3,979	D	
Class A Common Stock	05/24/2007		M ⁽¹⁾		5,924	A	\$ 11.23	11,600	D	
Class A Common Stock	05/24/2007		S		5,924 ⁽²⁾	D	\$ 13.5 ⁽³⁾	5,676	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
Director Stock Option (right to buy)	\$ 11.3	05/24/2007		M			2,962	⁽⁴⁾	08/09/2007	Common Stock	2,964	\$ 0	0	D	
Director Stock Option (right to buy)	\$ 11.23	05/24/2007		M			5,924	⁽⁴⁾	08/09/2007	Class A Common Stock	5,924	\$ 0	0	D	

Reporting Owners

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

PIERGALLINI ALFRED A 1340 TREAT BLVD., STE. 600 WALNUT CREEK, CA 94597	X			
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Signatures

/s/ Alfred A. Piergallini		05/25/2007
<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) Options granted pursuant to Central Garden & Pet Company 2003 Omnibus Equity Incentive Plan pursuant to Rule 16(b)-3(d).
- (2) Reflects total shares of Class A Common Stock sold by the Reporting Person on the date indicated. See Exhibit 99.1 for details of individual trade executions.
- (3) Reflects weighted average price of total shares of Class A Common Stock sold by Reporting Person on the date indicated. See Exhibit 99.1 for details of individual trade executions.
- (4) One-third of the total options granted became exercisable at each of 6 months, 18 months and 30 months after February 9, 2004, the date of the grant.

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.

Exhibit 99.1

All transactions listed below relate to sales of Class A Common Stock of Central Garden & Pet Company on May 24, 2007

Shares Price Amount beneficially Owned
after transaction

100	13.640000	11,500
300	13.630000	11,200
400	13.620000	10,800
100	13.610000	10,700
400	13.600000	10,300
100	13.590000	10,200
600	13.580000	9,600
1,000	13.570000	8,600
100	13.560000	8,500
500	13.550000	8,000
200	13.540000	7,800
200	13.520000	7,600
100	13.490000	7,500
100	13.480000	7,400
100	13.470000	7,300
100	13.420000	7,200
200	13.410000	7,000
300	13.400000	6,700
100	13.390000	6,600
100	13.380000	6,500
624	13.370000	5,876
100	13.360000	5,776
100	13.330000	5,676