

FORM 4

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

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

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 WESTPHAL BRUCE 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., | (First) STE. 600 | (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 | 13,187 | D | |
| Common Stock | 05/24/2007 | | S | | 2,962 | D | \$ 14.61 | 10,225 | D | |
| Common Stock | | | | | | | | 6,508 | I | By L.P. (2) |
| Class A Common Stock | 05/24/2007 | | M ⁽¹⁾ | | 5,924 | A | \$ 11.23 | 24,092 | D | |
| Class A Common Stock | 05/24/2007 | | S | | 5,924 | D | \$ 13.72 | 18,168 | D | |
| Class A Common Stock | | | | | | | | 13,016 | I | By L.P. (2) |

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 | | (3) | 08/09/2007 | Common Stock | 2,962 | \$ 0 | 0 | D | |
| Director Stock Option (right to buy) | \$ 11.23 | 05/24/2007 | | M | | 5,924 | | (3) | 08/09/2007 | Class A Common Stock | 5,924 | \$ 0 | 0 | D | |

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WESTPHAL BRUCE A 1340 TREAT BLVD., STE. 600 WALNUT CREEK, CA 94597 | X | | | |

Signatures

| | | |
|--|--|---------------------|
| /s/ Bruce Westphal | | 05/29/2007 |
| <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) Securities held by a limited partnership of which Mr. Westphal is general partner. Mr. Westphal disclaims beneficial ownership of the shares except to the extent of his 0.1% pecuniary interest therein.

(3) One-third of the total option granted became exercisable at each of 6 months, 18 months and 30 months after February 9, 2004, the date of grant.

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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