

# FORM 4

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

OMB APPROVAL

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### 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* <b>BROWN WILLIAM E</b>		2. Issuer Name and Ticker or Trading Symbol <b>CENTRAL GARDEN &amp; PET CO [CENT]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chairman and CEO</b>					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/15/2010</b>						
1340 TREAT BLVD., SUITE 600									
(Street)			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				
WALNUT CREEK, CA 94597									
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>						
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		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	Amount or Number of Shares				
Stock Option (right to buy)	\$ 10	01/15/2010		A		250,000		(1)	04/14/2015	Class A Common Stock	250,000	\$ 0	250,000	D	
Stock Option (right to buy)	\$ 12.5	01/15/2010		A		250,000		(1)	04/14/2015	Class A Common Stock	250,000	\$ 0	250,000	D	
Stock Option (right to buy)	\$ 15	01/15/2010		A		250,000		(1)	04/14/2015	Class A Common Stock	250,000	\$ 0	250,000	D	
Stock Option (right to buy)	\$ 10	01/15/2010		A		250,000		(2)	04/14/2015	Common Stock	250,000	\$ 0	250,000	D	
Stock Option (right to buy)	\$ 12.5	01/15/2010		A		250,000		(2)	04/14/2015	Common Stock	250,000	\$ 0	250,000	D	
Stock Option (right to buy)	\$ 15	01/15/2010		A		250,000		(2)	04/14/2015	Common Stock	250,000	\$ 0	250,000	D	

### Reporting Owners

	<b>Relationships</b>
<b>Reporting Owner Name / Address</b>	

	Director	10% Owner	Officer	Other
BROWN WILLIAM E 1340 TREAT BLVD., SUITE 600 WALNUT CREEK, CA 94597	X	X	Chairman and CEO	

## Signatures

/s/ William E. Brown		01/20/2010
<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).

On April 14, 2009, the Issuer's Compensation Committee granted the reporting person a performance-based premium priced option to purchase 250,000 shares of Class A Common Stock of the Issuer, which option was reported in the Issuer's proxy statement on Schedule 14A filed on December 30, 2009. The closing price of the Issuer's Class A Common Stock on the date of grant was \$8.00 per share. The option vests in five equal annual installments beginning April 14, 2010 based on the satisfaction of certain annual performance targets for each of the fiscal years ending September 2009, 2010, 2011, 2012 and 2013. The Issuer's Compensation Committee determined on January 15, 2010, that 100% of the performance targets for fiscal year 2009 were met which will result in the vesting on April 14, 2010, of the option to purchase 50,000 shares.

On April 14, 2009, the Issuer's Compensation Committee granted the reporting person a performance-based premium priced option to purchase 250,000 shares of Common Stock of the Issuer, which option was reported in the Issuer's proxy statement on Schedule 14A filed on December 30, 2009. The closing price of the Issuer's Common Stock on the date of grant was \$8.28 per share. The option vests in five equal annual installments beginning April 14, 2010 based on the satisfaction of certain annual performance targets for each of the fiscal years ending September 2009, 2010, 2011, 2012 and 2013. The Issuer's Compensation Committee determined on January 15, 2010, that 100% of the performance targets for fiscal year 2009 were met which will result in the vesting on April 14, 2010, of the option to purchase 50,000 shares.

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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