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

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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

1. Name and Address of Reporting Person * HALAS GUS D			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					
(Last) (First) (Middle) C/O CENTRAL GARDEN & PET COMPANY, 1340 TREAT BOULEVARD, SUITE 600				3. Date of Earliest Transaction (Month/Day/Year) 08/11/2011						X Officer (give title below) Other (specify below)  Pres&CEO Central Operating Co				
		4. If Amendm	ient, Da	ite Origi	inal File	ed(Month	/Day/Year)		_X_ Form file	ed by One Repo	orting Person	• • •	le Line)	
State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficiall						Beneficially	Owned					
1.Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)		Execution Date, if Code		Code	(A) or Disposed of (D)			of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)			Ownership of I Form: Ber	7. Nature of Indirect Beneficial Ownership	
				Code	V	Amoun	(A) or (D)	Price	(msu. 3 a			or Indirect (I)		
ek 08/	11/2011			F <sup>(1)</sup>		11,577			40,923			D		
ck 11/2	26/2011			F(2)		7,718	117 1		33,205		D			
rate line for eacl	n class of securi	ties beneficial	ly owne		Perso conta	ns wh	o respon	m are	not requ	ired to res	spond unle	ss	1474 (9-02)	
									ly Owned					
xercise (Month/Day/Year) any		e, if Transact	of		and Expiration Date (Month/Day/Year) Ar Ur Se		7. Ti Amo Und Secu (Inst	ount of derlying urities tr. 3 and	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivati Security Direct (I or Indire	Beneficia Ownershi (Instr. 4)		
					Date		Expiration	1	Amount or Number					
	Pirist) DEN & PET EAT BOULI  treet)  2. To Date (Mo  2. To Date (Mo  2. To Late (Mo  2. To Lat	Cirist) (Middle) DEN & PET LEAT BOULEVARD,  treet)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Table II - I (a Transaction te (Transaction Date (Month/Day/Year)  Table II - I (a	CENTRAL  3. Date of Ear 08/11/2011  EAT BOULEVARD,  treet)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Ck 08/11/2011  Table II - Derivative Sec (e.g., puts, calls Transaction Date (Execution Date (a.g., puts, calls Transaction Date (b.g., puts, calls Transaction Date (a.g., puts, calls Transaction Date (b.g., puts, calls Transaction Date (a.g., puts, calls Transaction Date (b.g., puts, calls Transaction Date (code	CENTRAL GAR  (Middle) DEN & PET (BAT BOULEVARD),  (Treet)  2. Transaction Date (Month/Day/Year)  Can be a continued by the continued of the co	CENTRAL GARDEN (Middle) DEN & PET (DEN & PET) (DEN & P	CENTRAL GARDEN & PET  First) (Middle) DEN & PET EAT BOULEVARD,  State) (Zip) 3. Date of Earliest Transaction (Moro 08/11/2011  2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if (Instr. 8)  Code V  Ck 08/11/2011 F(1)  Ck 11/26/2011 F(1)  Table II - Derivative Securities Acquired, Discussion of (Month/Day/Year) any (Month/Day/Year) A. Deemed Execution Date, if Transaction (Code (Instr. 8))  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, dequired (A))	CENTRAL GARDEN & PET CO 08/11/2011  3. Date of Earliest Transaction (Month/Day 08/11/2011  4. If Amendment, Date Original Filed(Month/Day 08/11/2011  2. Transaction Date (Month/Day/Year)  2. Transaction Execution Date, if any (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Execution Date, if any (Month/Day/Year)  3. 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Transaction (A) or Disposed of, or Beneficial (Execution Date, if Transaction of Derivative Securities)  22. Transaction (A) or Disposed of, or Beneficial (Execution Date, if Transaction of Derivative Securities)  23. Deemed Execution Date, if Transaction (A) or Disposed of, or Beneficial (Execution Date, if Transaction Of Derivative Securities)  24. Deemed Execution Date, if Transaction (A) or Disposed of, or Beneficial (Code (Instr. 8))  25. Deemed Execution Date, if Transaction (Month/Day/Year)  26. Date Exercisable and Expiration Date (Month/Day/Year)  27. Transaction (Month/Day/Year)  28. Deemed Execution Date, if Transaction (Month/Day/Year)  29. Derivative Securities (Month/Day/Year)  20. Derivative Securities (Instr. 8)	CENTRAL GARDEN & PET CO [CENT]  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  5. Amount Code (Instr. 8)  6. Individe X_Form file Form file Execution Date (Month/Day/Year)  6. Individe X_Form file Form file Form file Execution Date (Instr. 8)  6. Individe X_Form file Form file Form file Execution Date (Instr. 8)  7. Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  8. Manual (A) or Price (Instr. 8)  8. Manual (A) or Price (Instr. 3)  8. Manual (A) or Price (Instr. 3)  8. Manual (A) or Price (Instr. 3)  8. Manual (B) Sanda (Instr. 3)  9. Manual (A) or Price (Instr. 3)  9. Manual (B) Sanda (Instr. 3)  10. Manual (B) Sanda (Instr. 3)  11. Sanda (Instr. 3)  12. Transaction (A) or Disposed of (Instr. 3)  13. Transaction (Instr. 3)  14. Or Disposed of (Instr. 3)  15. Manual (Instr. 3)  16. Date Exercisable (Month/Day/Year)  17. Title and Execution Date (Month/Day/Year)  18. 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Date of Earliest Transaction (Month/Day/Year)  DEN & PET EAT BOULEVARD,  4. If Amendment, Date Original Filed(Month/Day/Year)  (A 94597  State)  2. Transaction Date (Month/Day/Year)  Date (Month/Day/Year)  A 94597  Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (Instr. 8)  Code  V Amount (A) or (D) Price  Recurrently Advisor  A 94597  Table 1 - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3. 4 and 5)  Code  V Amount (A) or (D) Price  Reported Transaction(s) (Instr. 3 and 4)  Table II - Derivative Securities beneficially owned directly or indirectly.  Table II - Derivative Securities Acquired (A) or Disposed of, or Beneficially Owned (Ce.p. puts, calls, warrants, options, convertible securities)  Transaction at the form displays a currently valid OMB control number of Code (Instr. 8)  Transaction at the form displays a currently valid OMB control number of Code (Instr. 8)  Transaction at the form displays a currently valid OMB control number of Code (Instr. 8)  Transaction at the form displays a currently valid OMB control number of Code (Instr. 8)  Transaction at the form displays a currently valid OMB control number of Code (Instr. 8)  Transaction at the form displays a currently valid OMB control number of Code (Instr. 8)  Transaction at the form displays a currently valid OMB control number of Code (Instr. 8)  Transaction at the form displays a currently control of Code (Instr. 8)  Derivative Securities (Instr. 3)  Reported Transaction of Derivative Securities (Instr. 3)  Record Transaction (Instr. 4)  Recurrently valid OMB control number of Code (Instr. 3)  Reported Transaction (Instr. 4)	CENTRAL GARDEN & PET CO [CENT]  (Middle) DEN & PET EAT BOULEVARD,  (A) 3. Date of Earliest Transaction (Month/Day/Year) (B) (11/2011  (A) 94597  (A) 94597  (A) 94597  (A) 94597  (A) Pres&CEO Central Operating Co  (A) or Disposed of (D) Generically Owned Following (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) (B) (Ristr. 3) (A) (B) (Ristr. 4)  (A) (B) (Ristr. 3) (A) (B) (Ristr. 4)  (A) (B) (Ristr. 3) (A) (B) (Ristr. 4)  (A) (B) (Ristr. 3) (A) (B) (Ristr. 3) (A) (B) (Ristr. 3) (A) (B) (Ristr. 3) (A) (B) (Ristr. 4)  (Month/Day/Year) (Mont	

	Relationships						
Reporting Owner Name / Address		10% Owner	Officer	Other			
HALAS GUS D C/O CENTRAL GARDEN & PET COMPANY 1340 TREAT BOULEVARD, SUITE 600 WALNUT CREEK, CA 94597			Pres&CEO Central Operating Co				

# **Signatures**

/s/ Gus D. Halas	12/05/2011
,	

**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) Shares delivered by the Reporting Person in payment of the witholding tax liability. The amount of shares withheld is based on the average of the high and low of the closing price of CENTA on August 11, 2011.
- (2) Shares delivered by the Reporting Person in payment of the witholding tax liability. The amount of shares withheld is based on each of the average of the high and low of the closing prices of CENTA on November 25, 2011 and November 28, 2011.

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.