

# FORM 5

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

OMB APPROVAL	
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## ANNUAL 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).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

<b>1. Name and Address of Reporting Person*</b> <b>BROWN WILLIAM E</b> <small>(Last) (First) (Middle)</small> 1340 TREAT BLVD., SUITE 600 <small>(Street)</small> WALNUT CREEK, CA 94597 <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b> <b>CENTRAL GARDEN &amp; PET CO [CENT]</b> <b>3. Statement for Issuer's Fiscal Year Ended</b> (Month/Day/Year) 09/29/2012 <b>4. If Amendment, Date Original Filed</b> (Month/Day/Year)	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman and CEO <b>6. Individual or Joint/Group Reporting</b> (check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person
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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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Amount	(A) or (D)	Price				
Class A Common Stock	12/30/2009		G	10,000	D	\$ 0	3,209,885	D		
Class A Common Stock	05/28/2010		G	7,532	D	\$ 0	3,202,353	D		
Class A Common Stock	10/26/2010		G	4,600	D	\$ 0	3,197,753	D		
Class A Common Stock	12/29/2010		G	25,000	D	\$ 0	3,172,753	D		
Class A Common Stock	12/31/2010		G	22,100	D	\$ 0	3,150,653	D		
Class A Common Stock	05/03/2011		G	5,000	D	\$ 0	3,145,653	D		
Class A Common Stock	05/25/2011		G	7,022	D	\$ 0	3,138,631	D		
Class A Common Stock	12/27/2011		G	45,000	D	\$ 0	3,093,631	D		
Class A Common Stock	01/05/2012		G	2,900	D	\$ 0	3,090,731	D		
Class A Common Stock	03/29/2012		G	6,827	D	\$ 0	3,083,904	D		
Class A Common Stock	08/15/2012		G	2,000	D	\$ 0	3,081,904	D		
Class A Common Stock							178,500 (1)	I (2)	By Irrevocable Trusts	

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 at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					
					(A) (D)							

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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		11/13/2012
 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) On December 31, 2010, the Reporting Person contributed a total aggregate amount of 19,500 shares of Class A Common Stock of the Issuer for the benefit of various family Irrevocable Trusts.  
These securities are owned directly by various family Irrevocable Trusts and indirectly by the Reporting Person and his spouse as co-trustees of the Irrevocable Trusts. The
- (2) Reporting Person and his spouse, as co-trustees, have and share investment control over the securities held in each of the Irrevocable Trusts but disclaim beneficial ownership of the reported securities held by the Irrevocable Trusts except to the extent of his and his wife's pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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