

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No. __)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14A-6(E)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-12

CENTRAL GARDEN & PET COMPANY

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party

(4) Date Filed:

Notes:



2006 Special Meeting of Shareholders

September 2006

Safe Harbor

“Safe Harbor” Statement under the Private Securities Litigation Reform Act of 1995: The statements contained in this release which are not historical facts, including future earnings guidance, are forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially from those set forth in or implied by forward-looking statements. These risks are described in the Company’s Securities and Exchange Commission filings. Central undertakes no obligation to publicly update these forward-looking statements to reflect new information, subsequent events or otherwise.

Big Opportunities to Dramatically Increase Shareholder Value

- Significantly increase **Earnings per Share**
- Scale change in **Company Size**
- More **Stable Business** base
- Stronger **Competitive Leadership Position**
- **PE Multiple Expansion** potential

How to Pursue Big Opportunities while Mitigating Risk to Existing Shareholders

- Current Board of Directors and Management team have created the company you have invested in
- Big opportunities require equity and new players (sellers) could gain control

New Class A Common Stock: Same as current Common Stock, less voting rights

Proposal

- Authorize 100,000,000 shares of a new class of common stock, par value \$0.01 per share, to be designated as “Class A Common Stock” that would generally have no voting rights
- Fix and establish the relative rights, powers and limitations of the Company’s proposed Class A Common Stock

Rationale

- **Flexibility** – To provide Management / Board of Directors with maximum flexibility to pursue a broader range of strategic growth opportunities
- **Alignment** – To continue to ensure the long-term interests of Shareholders and Management / Board of Directors are aligned for future growth
- **Empowerment** – To continue to empower existing Shareholders relating to company performance and strategic direction

Corporate Strategy

Accomplishments to Date

Through a combination of Organic Growth and Strategic Acquisitions, Central Garden & Pet successfully transitioned to a leading Branded Products company with a Strong Portfolio of #1 Brands

Pet Products

Lawn & Garden Products

Central Life Sciences

Central Aquatics

Specialty Pet

Dog & Cat

Grass Seed

Wild Bird Feed

Control Products

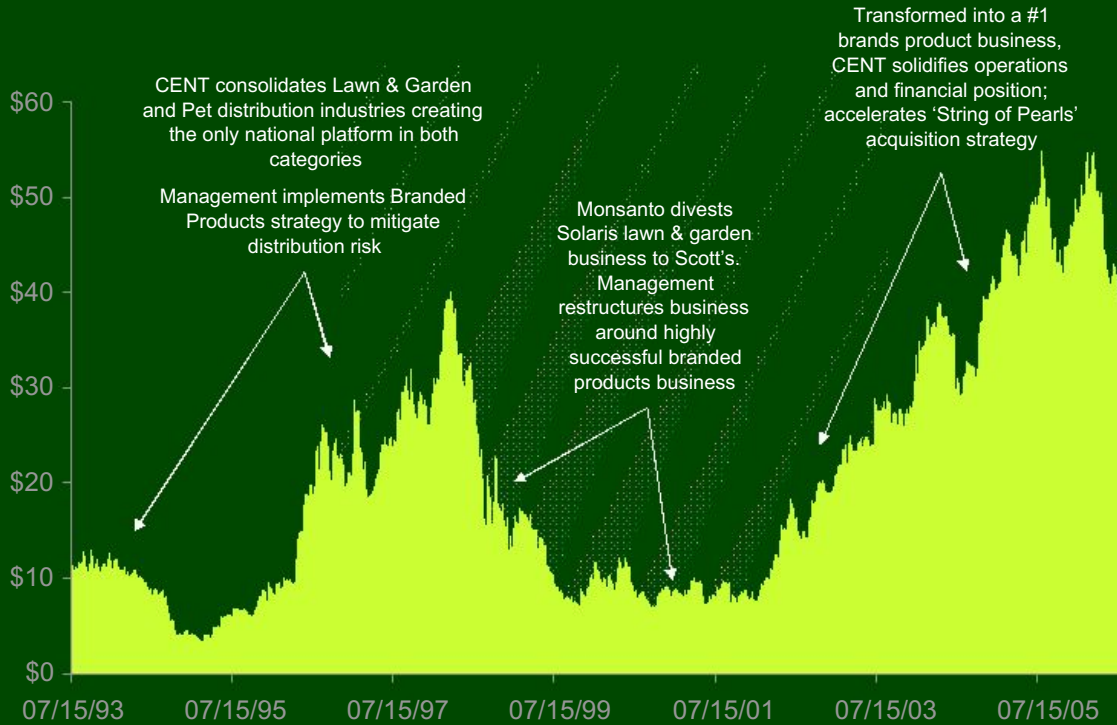
Garden Decor



Corporate Strategy

Timeline of Significant Events

Stock Price Performance and Key Events since Initial Public Offering



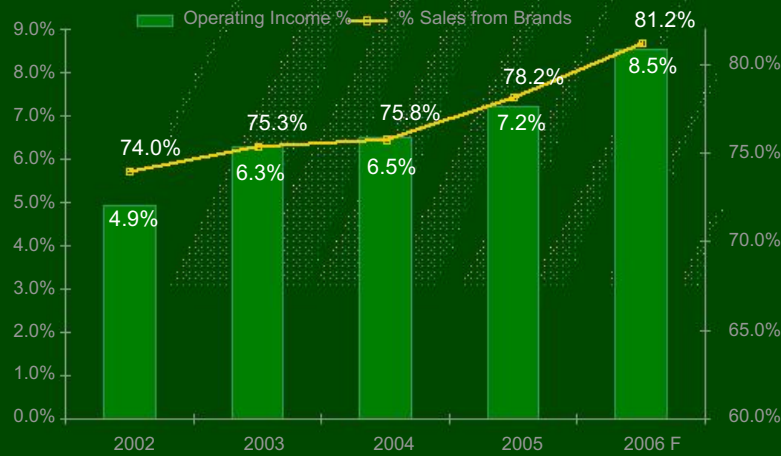
Corporate Strategy

Financial Performance

Shift to Branded Products focus has produced Strong Financial Results

	2002	2003	2004	2005	2006 F**	CAGR
Sales	1,078	1,145	1,267	1,381	1,580	10%
Operating Income	53	72	82	100	135	26%
Net Income	29	35	41	54	67	23%
EPS	\$1.24	\$1.73	\$1.99	\$2.50	\$2.85	23%

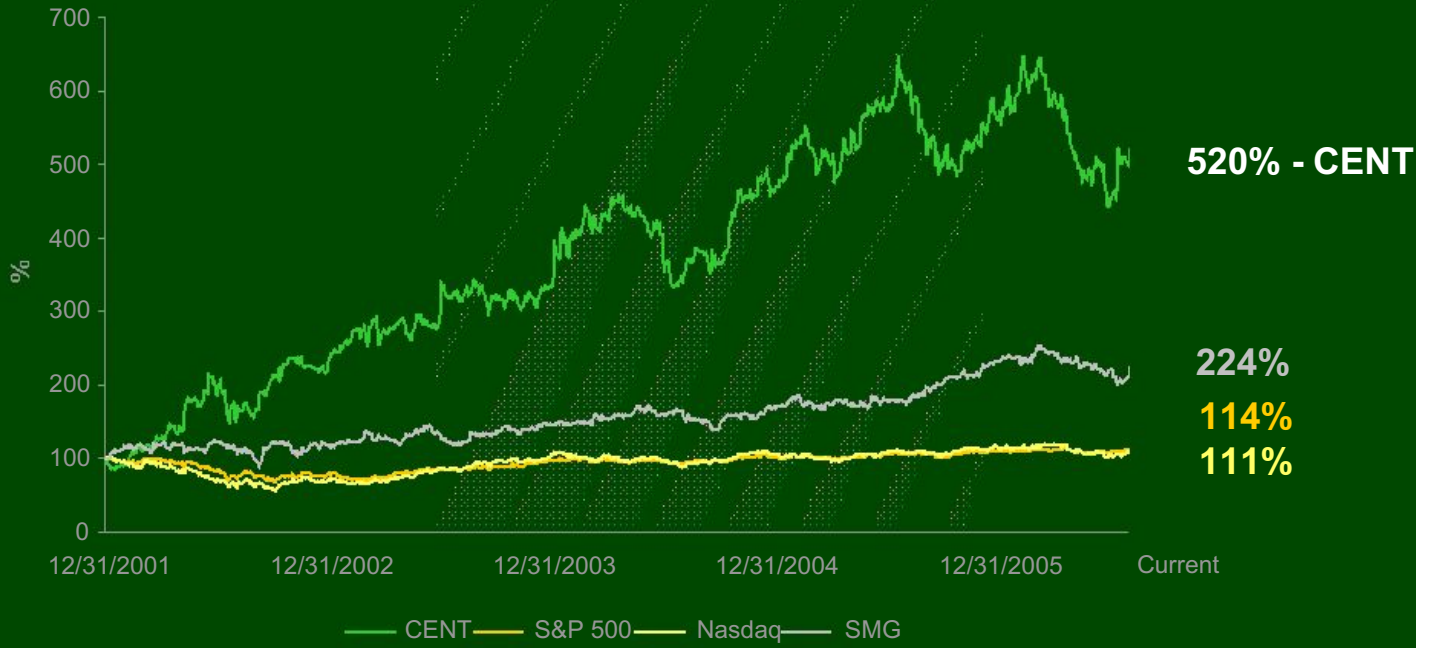
** Assumes midpoint of company-issued guidance of \$2.80-\$2.90 per share.

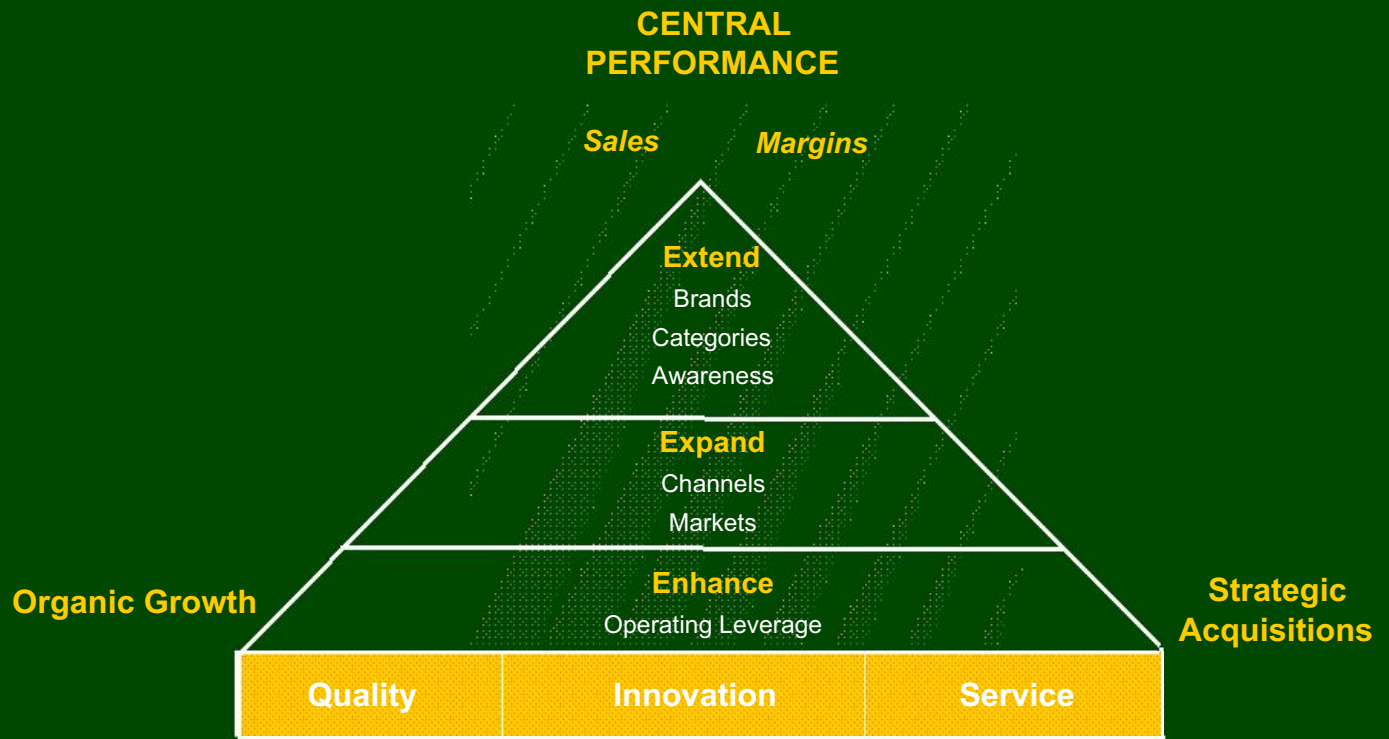


Corporate Strategy

Stock Performance

Emphasis on Branded Products has produced Superior Returns for Shareholders





Acquisitions are a Core Competency of Management

- A rigorous, disciplined approach to each target

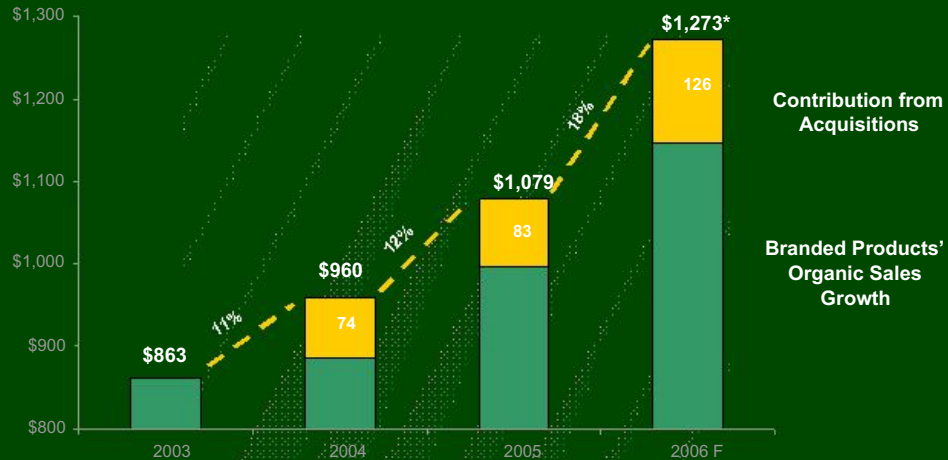
- Leverage knowledge from distribution business

- Potential to be # 1 or # 2 Brand in its Category
- Organic Growth History and Potential
- Strong Management and “Cultural Fit”
- History of Innovation
- Profitable Business
- Ability to Complete Acquisitions at Reasonable Price
 - 5 to 7 x LTM EBIT Target
 - Accretive Day One
- Ability to Extend or Leverage the Brands into other Lines, Categories or Channels

Growth Through Acquisition

Organic + Acquisitions

Branded Products' Sales Performance Driven by a Combination of Organic Growth and Contribution from Acquisitions



* Represents an estimate of branded products' sales based on the midpoint of company-issued sales guidance

Sales Growth	2004	2005	2006 F
Branded Products Organic	3%	12%	15%
Total Branded Products	11%	12%	18%

Corporate Strategy

Long-Term Growth Objective

Management consistently strives to Achieve / Surpass Objective

Organic

Sales	5%
Operating Income	10%

Acquisition

Sales	10%
Operating Income	15%

Future Growth

Acquisition Considerations

Paths to Future Growth

String of Pearls:

- Current proven acquisition model
- Typically \$10-70 MM in Sales
- CENT is often a Top 5 customer due to distribution relationship
- Sellers are often entrepreneur founders
- Complementary product offering
- Ability to complete transaction at 5-7x trailing EBIT
- Many targets

'Trophy' Opportunities:

- Typically \$200 MM+ sales
- CENT is frequently a distribution partner
- 'Trophies' = carve out opportunities and/or private equity portfolio companies
- Strategic expansion into adjacent and/or new channels, markets, and categories
- Transaction prices 7+x trailing EBIT due to strategic nature and scale of potential target
- Fewer targets

Summary

Management has a Strong Track Record

- Successfully transitioned Central Garden & Pet into a **Leading Branded Products** company
- Built portfolio of **#1 Brands** in two highly desirable categories
- **Innovation** is core competency and competitive advantage
- **Effectively** completed and integrated over **40 Acquisitions**
- Numerous **Organic Growth** and **Growth through Acquisition** opportunities remain
- Management has created **Significant Value for Shareholders**

Conclusion

Vote "For"

Empower the Board and Management to Pursue Big Opportunities where Rewards are High and Risks are Low

PROXY

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS
CENTRAL GARDEN & PET COMPANY
PROXY FOR SPECIAL MEETING OF STOCKHOLDERS SEPTEMBER 28, 2006

The undersigned hereby appoints William E. Brown, Glenn W. Novotny and Stuart W. Booth or any of them, each with power of substitution, as proxies of the undersigned, to attend the Special Meeting of Stockholders of CENTRAL GARDEN & PET COMPANY to be held at the LAFAYETTE PARK HOTEL, 3287 Mt. Diablo Boulevard, Lafayette, California, on September 28, 2006, at 10:30 A.M., and any adjournment thereof, and to vote the number of shares the undersigned would be entitled to vote if personally present on the following:

(Continued, and to be marked, dated and signed, on the reverse side)

Address Change/Comments (Mark the corresponding box on the reverse side)

Please Mark Here for Address Change or Comments SEE REVERSE SIDE

This proxy will be voted as directed. In the absence of contrary directions, this proxy will be voted FOR proposal 1.

1. To approve the amendment to the Company's Certificate of Incorporation. FOR AGAINST ABSTAIN

2. In their discretion, upon any and all such other matters as may properly come before the meeting of any adjournments thereof. I plan to attend the meeting

STOCKHOLDERS ARE URGED TO MARK, DATE, SIGN AND RETURN THIS PROXY PROMPTLY IN THE ENVELOPE PROVIDED, WHICH REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES.

Signature(s) _____ Date _____

The signature should correspond exactly with the name appearing on the certificate evidencing your Common Stock. If more than one name appears, all should sign. Joint owners should each sign personally.