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

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1. Name and Address of Reporting Person* Reed Michael 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) Director 10% Owner				
(Last) (First) (Middle) 1340 TREAT BOULEVARD, SUITE 600				3. Date of Earliest Transaction (Month/Day/Year) 02/13/2009						X_Officer (give title below) Other (specify below) Executive Vice President			
(Street) WALNUT CREEK, CA 94597			4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person				
(State)	(Zip)		Table	e I - Noi	1-Der	ivative S	Securities	s Acqu	l iired, Disp	osed of, or I	Beneficially (Owned	
1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year		any	, if C	Code (Instr. 8)					Beneficially Owned Following Reported Transaction(s)			Ownership of Form:	Beneficial
		(Month/Day/Year)		Code	V	Amoun	(A) or (D)	Price	(Instr. 3 a	(or Indirect (I)	Ownership (Instr. 4)
	02/13/2009			F ⁽¹⁾		654			9,346			D	
Stock	02/13/2009			F ⁽²⁾		1,306			18,694			D	
separate line fo	Table II -	Derivative Secu	rities	Acquire	Persont cont the f	ons what tained in form dis	no respo n this for splays a	rm ar curre	e not requently valid	ired to res	spond unle	ss	1474 (9-02)
Date	3A. Deemed Execution Da	4. Transactic Code (Instr. 8)	5. Nu of De See Ac (A) Dis of (In	amber crivative curities equired () or sposed (D) (Str. 3, and 5)	6. D and (Mo	ate Exerc Expirationth/Day/	cisable on Date 'Year)	7. T Am Und Sec (Ins 4)	Fitle and fount of derlying purities str. 3 and		Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivati Security Direct (I or Indirect)	Beneficia Ownershi : (Instr. 4)
	Stock Stock 3. Transaction Date	JLEVARD, SUITE 600 (Street) Z, CA 94597 (State) 2. Transaction Date (Month/Day/Year) 02/13/2009 Stock 02/13/2009 Stock 02/13/2009 Table II - 3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date (Month/Day/Year)	(First) (Middle) 3. Date of Earli 02/13/2009 (Street) 4. If Amendme (State) (Zip) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date any (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, Date Execution Date, if Transaction Date (Transaction Date) 3. Transaction Date (Execution Date, if Transaction Date, if Transaction Date)	(First) (Middle) JLEVARD, SUITE 600 (Street) 4. If Amendment, Date (State) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 02/13/2009 Stock 02/13/2009 Stock 1. Table II - Derivative Securities beneficially owners (e.g., puts, calls, warr (Month/Day/Year)) 3. Transaction Date (e.g., puts, calls, warr (Month/Day/Year)) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Instr. 8) 5. CA 6. (A) 6. (A) 6. (A) 6. (A) 6. (A) 6. (A)	(First) (Middle) JLEVARD, SUITE 600 (Street) (Street) (State) (Zip) (State) (Zip) (State) (Zip) (State) (Zip) (State) (A. If Amendment, Date Original Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Code (Instr. 8) (Instr. 8) (Code (Instr. 8) (Instr. 8) (Code (Instr. 8) (E.g., puts, calls, warrants, optate (Month/Day/Year) (A. If Amendment, Date Original Execution Date, if any (Month/Day/Year) (Instr. 8) (Code (Instr. 8) (E.g., puts, calls, warrants, optate (E.g., puts, calls, warrants, optate (Month/Day/Year) (Instr. 8) (Instr. 8)	(First) (Middle) JLEVARD, SUITE 600 (12/13/2009) (Street) 4. If Amendment, Date Original Five Code (Instr. 8) 2. Transaction Date (Month/Day/Year) (12/19) (13/2009) Stock 02/13/2009 (13/2009) (13/2009) Stock 02/13/2009 (13/2009) (13	(First) (Middle) JLEVARD, SUITE 600 (Street) 3. Date of Earliest Transaction (Month/Day 02/13/2009 4. If Amendment, Date Original Filed(Month CA) (State) (Zip) Table I - Non-Derivative State (Month/Day/Year) (State) (Zip) Table I - Non-Derivative State (Month/Day/Year) (Month/Day/Year) (A) or Instr. 3 (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (A) or Instread (A) or Instread (A) or Disposed of (D) (Instr. 3) (Instr. 3) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 3) (Instr. 3) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 3) (Instr. 3) (Instr. 3) (Month/Day/Year) (Instr. 3) (Instr. 3) (Month/Day/Year) (Instr. 3)	(First) (Middle) (JLEVARD, SUITE 600 (Street) (A) 2/13/2009 (Street) (A) 2/13/2009 (A) 2/13/2009 (A) 2/13/2009 (A) 2/13/2009 (A) 3. Transaction (Month/Day/Year) (A) 2/13/2009 (A) 2/13/2009 (A) 3. Transaction (Month/Day/Year) (A) 3. Transaction (Month/Day/Year) (A) or Disposed (Instr. 3, 4 and 5) (A) or Disposed of (D) (Month/Day/Year) (A) or Disposed of (D) (Instr. 8) (B) (A) or Disposed of (D) (Instr. 3, 4, and 5) (B) (Instr. 4, and 5)	(Street) (Street) (Street) (A) Garden (Month/Day/Year) (Street) (A) Garden (Month/Day/Year) (State) (Cap) (State) (Cap) (State) (Cap) (Ca	(Street) (State) (State) (Zip) Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and Sparate line for each class of securities beneficially owned directly or indirectly. Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and Expiration Date (a.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and Exported (Instr. 3 and Exported) (Instr. 3 and Exported) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and Expiration Date, in Date (a.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3, 4 and 5) Date Execution Date, if Open Date (a.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Execution Date (Instr. 3, 4 and 5) Date Expiration Date (Instr. 3, 4 and 5) Date Expiration Title Amount of Number (Instr. 3, 4 and 5)	CENTAL O'ARDEN & FET CO (CENT) Director	CENTRAL O'ARDEN & PET CO ENT	(Street) (A) Farm field by More than One Reporting Person (State) (Cap) Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3) (Month/Day/Year) (

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Reed Michael A 1340 TREAT BOULEVARD SUITE 600 WALNUT CREEK, CA 94597			Executive Vice President				

Signatures

/s/ Michael A. Reed	02/18/2009
**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 withheld by the Issuer in payment of the withholding tax liability incurred upon the vesting of 2,000 shares of Common Stock restricted stock award on February 13, 2009. The amount of shares withheld is based on the respective average of the high and low sales price of CENT on the vesting date of February 13, 2009.
- (2) Shares withheld by the Issuer in payment of the withholding tax liability incurred upon the vesting of 4,000 shares of Class A Common Stock restricted stock award on February 13, 2009. The amount of shares withheld is based on the respective average of the high and low sales price of CENTA on the vesting date of February 13, 2009.

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.