FORM 4

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

OMB APPROVAL
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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

| Derivative Security (Instr. 3) Date (Month/Day/Year) Derivative Security Security Security Derivative Security Securities Admount of Underlying Securities (Instr. 3) Derivative Securities Securities Security Security Securities Security Securities Security Transaction(s) (Instr. 4) Security Security Transaction Date Security Security Security Security Transaction Security Security Transaction Security Security Transaction Security Security Transaction Security Transaction Security Transaction Security Security Transaction Security Transaction Transa | (11mt of Ty | pe Response | <u>) </u> | | | | | | | | | | | | 1 | | | | |
|--|--|---|--|--------------------|---------------------|--|--|---|---|------------------------|-------------------|----------------------------------|---|--------------------------------|---|-------------------------|--|--|------------------------------------|
| CO CENTRAL GARDEN & PET COMPANY, 1340 TREAT BOULEVARD, Startes VALNUT CREEK, CA 94597 C(Crip) C(Start) C(Crip) C(Start) C(Crip) C(Start) C(Crip) C(Instr. 3, 4 and 5) C(Instr. 3, 4 and 5) C(Instr. 3 and 4) C(Instr. 3) C(Instr. 3) C(Instr. 4) C(Instr. | | | | | * · | | | | | | | | (Check all applicable) _X_ Director 10% Owner | | | | | | |
| WALNUT CREEK, CA 94597 City (State) (Zip) (State) (Zip) (Zip) (Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Hollowing (Instr. 3) (Month/Day/Year) (M | C/O CENTRAL GARDEN & PET COMPANY, 1340 TREAT BOULEVARD, | | | | ` , | | | | | | | y/Year | Office | er (give title belo | ow) | Other (specify | pelow) | | |
| Common Stock District Code (Instr. 3) Code Code (Instr. 3) Code (Instr. 4) Code (Instr. 3) Code (Instr. 4) Code (Instr. 3) Code (Instr. 4) Code (Instr. | WALNU | T CREEK | | 97 | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | | | h/Day/Y | _X_ Form fil | _X_ Form filed by One Reporting Person | | | | |
| Common Stock Date (Month/Day/Year) Month/Day/Year) Month/Day/Year) Code V Amount (D) Price Reported Transaction(s) (Instr. 3 and 4) Month/Day/Year) Code V Amount (D) Price Reported Transaction(s) (Instr. 3) Date (Instr. 4) Date (Instr. 4) Date (Instr. 4) Date (Instr. 3) Date (Instr. 4) Date (I | (City) |) | (State) | (Zi | ip) | | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | |
| Common Stock 05/13/2010 P 5,000 A 10,3897 5,000 I Ranelli Trust (2) Class A Common Stock 05/13/2010 P 5,000 A 10,3897 5,000 I Ranelli Trust (2) Class A Common Stock D 1,903 D SEC 1474 (9-02) 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. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) I. Title of 2. Derivative Conversion Date (Gogs, puts, calls, warrants, options, convertible securities and Expiration Date (Month/Day/Year) (Instr. 3) Derivative Securities (Month/Day/Year) (Instr. 8) SEC 1474 (9-02) Title and Expiration Date (Instr. 3) Amount of Derivative Securities Securities Conversion Date (Instr. 4) Ownership of Indirect (Instr. 4) Ownership of Indirect (Instr. 4) Trust (2) SEC 1474 (9-02) SEC | | ecurity | | Date | | executiony | ecution Date, if | | Code | | ion | (A) or Disposed of (D) | | Beneficially Owned F | | Following | Ownership Form: | of Indirect Beneficial | |
| Class A Common Stock Class A Common Stock Definition of the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. Conversion Date (numbr/Day/Year) Derivative Securities Derivative Securities Conversion Date (Month/Day/Year) Owned (Instr. 3) Owned (Instr. 4) Derivative Securities Conversion Owned (Instr. 4) Date (Instr. 3) Owned (Instr. 4) Date (Instr. 4) D | | | | | | Month/Day/Year) | | ear) | Coc | le | V | Amount | or | Price | (Instr. 3 | | | or Indirect | |
| 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. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 2. Date (Month/Day/Year) 1. Title of Derivative Oversion Date (Month/Day/Year) 1. Title of Derivative Securities (Month/Day/Year) 1. Title of Derivative Securities (Month/Day/Year) 2. Amount of Underlying Securities (Instr. 3) and Amount of Derivative Securities (Instr. 3) Owned Securities (Instr. 4) 3. Transaction Date (Month/Day/Year) 4) Derivative Securities (Instr. 5) Beneficially Ownersh (Instr. 4) 4) Amount of Transaction Securities (Instr. 4) 4) Amount of Transaction Securities (Instr. 4) Tansaction Date (Instr. 4) Tansaction Derivative Securities (Instr. 4) Tansaction Date (Instr. 5) Tansaction Date (Instr. 4) Tansaction Date (Instr. | Common | Stock | | 05/13/20 | 010 | | | | P | | | 5,000 | A | 10.389 | 5,000 | | | I | Ranelli |
| 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. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Title of 2. Derivative Conversion Date Code | Class A Common Stock | | | | | | | | | | | 1,903 | | | D | | | | |
| 1. Title of Derivative Security (Instr. 3) Price of Derivative Security (Instr. 3) Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 4) Date Expiration Title Date Date Date Date Date Date Date Dat | Reminder: 1 | Report on a s | separate line | | ſable II - I | Derivat | tive Sec | uritio | es Ac | quire | Per con the | sons whatained in form dis | no res n this splays | form a s a curr Benefici | re not requently valid | uired to res OMB con | spond unle | ess | 1474 (9-02) |
| | Derivative Security (Instr. 3) | Conversion or Exercise Price of Derivative | Date | Exe y/Year) any | Deemed ecution Date | te, if T | ransacti | 5 ion 1 ion 1 ion 2 ion | 5. Numb of Derive Secur Acqui (A) or Dispo of (D) (Instr. | ative ities ired resed | 6. I and (M | Date Exer I Expirationth/Day/ | cisable on Dat 'Year) | e 7. e Ar Ur Se (Ir 4) | Title and nount of derlying curities str. 3 and | Derivative Security | Derivative Securities Beneficiall Owned Following Reported Transaction | Owners Form of Derivat Security Direct (or Indirect) | Beneficia Ownersh (Instr. 4) |

Reporting Owners

| | Relationships | | | | | | |
|---|---------------|--------------|---------|-------|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | |
| Ranelli John C/O CENTRAL GARDEN & PET COMPANY 1340 TREAT BOULEVARD, SUITE 600 WALNUT CREEK, CA 94597 | X | | | | | | |

Signatures

| /s/ John R. Ranelli | | 05/14/2010 |
|---------------------|--|------------|
|---------------------|--|------------|

| **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) The range of prices of the Shares of Common Stock sold on this day is from \$10.34 to \$10.44. Mr. Ranelli undertakes that he will provide, upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.
- Mr. Ranelli disclaims beneficial ownership of the 5,000 shares of the Issuer's Common Stock owned by the John R. Ranelli Trust except to the extent of his pecuniary interest therein.

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.