FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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

pe Response	s)														
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) 02/14/2011						X Officer (give title below) Other (specify below) Executive Vice President					
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
	(State)	(Zip)		т	able I	- Non	-Der	ivative S	Securities	Acan	ired. Disp	osed of, or I	Reneficially (Owned	
(Instr. 3) Da		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any	eemed ion Date, i	3. Transa Code (Instr. 8)		action 4. Securities Acquire			uired of (D)	ed 5. Amount of Securities D) Beneficially Owned Following Reported Transaction(s)		es following (s)	6. Ownership Form:	Beneficial
			(Month/Day/Year			ode	V	Amoun	(A) or (D)	Price	(Instr. 3 a	nd 4)		or Indirect (I)	Ownership (Instr. 4)
n Stock		02/14/2011			F.	<u>(1)</u>		545		\$ 9.51	8,148			D	
Common S	Stock	02/14/2011			F	(2)		1,226		\$ 9.50	30,944			D	
Topon on a c	oparate into to	Table II -	Derivati	ive Securit	ies Ac	quire	Pers cont the f	ons wh ained in orm dis	no respo n this for splays a	rm are curre reficial	e not requ ntly valid	uired to res	spond unle	ss	1474 (9-02)
L						ts, opt				T				2 40	Lux
	Date	Year) Execution Da	te, if T	ransaction Number of		ative ities ired resed) . 3,	and Expiration Date (Month/Day/Year)			Ame Und Seco	Amount of Jnderlying Securities Instr. 3 and	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Ownersl Form of Derivati Security Direct (I or Indire	Beneficia Ownershi (Instr. 4) D)
											Amount				
	nd Address of chael A t) EAT BOU JT CREEK y) Security Security 2. Conversion or Exercise Price of Derivative	nd Address of Reporting Perchael A t) (First) EAT BOULEVARD, (Street) UT CREEK, CA 94597 y) (State) Security A Stock Common Stock Report on a separate line for Exercise Price of Derivative Or Exercise Price of Derivative	chael A t) (First) (Middle) EAT BOULEVARD, SUITE 600 (Street) UT CREEK, CA 94597 y) (State) (Zip) Security 2. Transaction Date (Month/Day/Year) Table II - I Conversion or Exercise Price of Derivative 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) A. Deemed Execution Date (Month/Day/Year) A. Deemed Execution Date (Month/Day/Year) A. Deemed Execution Date any (Month/Day/Year)	chael A t) (First) (Middle) (Street) JT CREEK, CA 94597 (State) 2. Iss (O2/14 (Street) JT CREEK, CA 94597 (State) 2. Transaction Date (Month/Day/Year) A Stock O2/14/2011 Common Stock O2/14/2011 Report on a separate line for each class of securities ber Table II - Derivative Conversion or Exercise Price of Derivative Price of Derivative O2/14/2017 A Defection of Carbon or Exercise Price of Derivative CEN' (Middle) 3. Date (O2/14/2017) 2. Transaction Date (Month/Day/Year) A Derivative Table II - Derivative Execution Date, if Tany (Month/Day/Year) (In Stock of Cen' (Middle) (Street) (A Derivative of Cen' (Month/Day/Year) (In Stock of Cen' (Mont	2. Issuer Name a CENTRAL G. (First) (Middle) 3. Date of Earlies 02/14/2011 (Street) 4. If Amendment, UT CREEK, CA 94597 (State) 2. Transaction Date (Month/Day/Year) Security 2. Transaction Date (Month/Day/Year) O 2/14/2011 Common Stock 02/14/2011 Report on a separate line for each class of securities beneficially of Execution Date (e.g., puts, calls, work) Table II - Derivative Securities (e.g., puts, calls, work) A Deemed Execution Date (e.g., puts, calls, work) Table II - Derivative Securities (e.g., puts, calls, work) A Deemed Execution Date (e.g., puts, calls, work) Table II - Derivative Securities (e.g., puts, calls, work) (Month/Day/Year) 3. Transaction Code (Instr. 8)	and Address of Reporting Person Chael A 2. Issuer Name and Ti CENTRAL GARD 3. Date of Earliest Trans (2/14/2011 (Street) 4. If Amendment, Date of Earliest Trans (2/14/2011 (Street) 4. If Amendment, Date of Earliest Trans (Month/Day/Year) (State) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) A Stock 02/14/2011 F Common Stock 02/14/2011 F Report on a separate line for each class of securities beneficially owned of Execution Date, if any (Conversion or Exercise (Month/Day/Year) 2. Table II - Derivative Securities Ac (e.g., puts, calls, warrant any (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 8) Deriv Security (A) of Disponof (D) (Instr. 8) (Instr. 8)	and Address of Reporting Person chael A (First) (Middle) (Street) (Street) 4. If Amendment, Date Origin (Street) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Instr. 8) (Month/Day/Year) 3. Table I - Non (Security 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Instr. 8) (Month/Day/Year) 5. Table I - Non (Code (Instr. 8) (Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, open or Exercise Price of Derivative Security (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, open of Date (Month/Day/Year) 4. Securities Secur	and Address of Reporting Person chael A (First) (Middle) (EAT BOULEVARD, SUITE 600 (Street) (Street) (Street) (Street) (Street) (A. If Amendment, Date Original File any (Month/Day/Year) (Month/Day/Year) (A. If Amendment, Date Original File any (Month/Day/Year) (Month/Day/Year) (Code (Instr. 8) (Code (Inst	And Address of Reporting Person* Chael A (First) (Middle) (EAT BOULEVARD, SUITE 600 (Street) (Street) (Street) (Street) (Strate) (Zip) (State) (Zip) (State) (Zip) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) or Jacet of Earliest Transaction (Month/Day 02/14/2011 (Street) 4. If Amendment, Date Original Filed(Month 1/2011) (A) or Jacet of Earliest Transaction (Month/Day 02/14/2011) (Street) 4. If Amendment, Date Original Filed(Month 1/2011) (A) or Jacet of Earliest Transaction (Month/Day 1/2011) (B) Oz/14/2011 (Code (A) or Jacet of Earliest Transaction (Month/Day/Year) (A) or Jacet of Earliest Transaction (Month/Day 1/2011) (B) Oz/14/2011 (Code (A) or Jacet of Earliest Transaction (Month/Day/Year) (A) or Disposed of (D) Code of (D) (Instr. 3, Number of (A) or Disposed of (D) (Instr. 3, Number of (D) (Instr. 3, Numbe	Carretive Carr	2. Issuer Name and Ticker or Trading Symbol CENTRAL GARDEN & PET CO [CENT]	2. Issuer Name and Ticker or Trading Symbol CENTRAL GARDEN & PET CO [CENT] Direct X Office (Street) Direct X Office (Street) Direct (Instr. 8) Direct (Instr. 8) Direct (Instr. 8) Direct (Instr. 3, 4 and 5) Direct (Instr. 3 and 5) Direct (Instr. 3) Direct (In	Security Security	chael A CENTRAL GARDEN & PET CO [CENT]	2. Issuer Name and Ticker or Trading Symbol CENTRAL GARDEN & PET CO [CENT]

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	12/06/2011
**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 each of the average of the high and low of the closing prices of CENT on February 11, 2011 and February 14, 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 February 11, 2011 and February 14, 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.