

CENTRAL GARDEN & PET CO

Form 4

May 24, 2007

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HEIM JAMES V

2. Issuer Name **and** Ticker or Trading
Symbol
CENTRAL GARDEN & PET CO
[CENT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1340 TREAT BLVD., SUITE 600
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/20/2006

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

President of Pet Products

WALNUT CREEK, CA 94549

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

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/20/2006		F ⁽¹⁾	1,341 D	\$ 42.5 13,659	D	
Common Stock	05/22/2007		M ⁽²⁾	5,000 A	\$ 10.47 18,659	D	
Common Stock	05/22/2007		S	7,309 D	\$ 14.26 11,350	D	
Class A Common Stock	05/22/2007		M ⁽²⁾	10,000 A	\$ 10.39 40,000	D	
Class A Common	05/22/2007		S	14,818 D	\$ 13.31 25,182	D	

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Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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. Amount or Number of Shares
Stock Option (right to buy)	\$ 10.47	05/22/2007		M	5,000	<u>(3)</u> 08/21/2010	Common Stock	5,000
Stock Option (right to buy)	\$ 10.39	05/22/2007		M	10,000	<u>(4)</u> 08/21/2010	Class A Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HEIM JAMES V
1340 TREAT BLVD., SUITE 600
WALNUT CREEK, CA 94549

President of Pet Products

Signatures

/s/ James V.
Heim

05/23/2007

**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).

Shares withheld by the Issuer in payment of the withholding tax liability incurred upon the vesting of 25%, or 3,750 shares, of the

- (1) restricted stock award on August 20, 2006. The amount of shares withheld is based on the closing sales price on August 18, 2006, the last sales price before the vesting date.
- (2) Options granted under Central Garden & Pet Company 2003 Omnibus Equity Incentive Plan pursuant to Rule 16b-3(d).
- (3) These options are exercisable in four installments. Of the 20,000 options, 25% vested on August 20, 2006 and 25% will vest upon the completion of each of 36 months, 48 months and 60 months of continuous employment after the date of the grant of August 20, 2004.
- (4) These options are exercisable in four installments. Of the 40,000 options, 25% vested on August 20, 2006 and 25% will vest upon the completion of each of 36 months, 48 months and 60 months of continuous employment after the date of the grant of August 20, 2004.

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

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