

CENTRAL GARDEN & PET CO  
 Form 4  
 March 30, 2009

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BROWN WILLIAM E**

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)  
 11/24/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman and CEO

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

(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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	11/24/2008		G	V	141,100 (1)	D	\$ 0 3,222,784
Class A Common Stock	11/24/2008		G	V	124,500 (1)	A	\$ 0 124,500
Class A Common Stock	03/26/2009		A		27,706 (2)	A	\$ 0 3,250,490
Class A Common	03/26/2009		F		9,905 (3)	D	\$ 7.76 3,240,585

By Irrevocable Trusts



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- (3) Shares delivered by the Reporting Person in payment of the withholding tax liability. The amount of shares withheld is based on the closing price of CENTA on March 26, 2009.

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