

CENTRAL GARDEN & PET CO
 Form 5
 November 14, 2006

FORM 5

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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
WESTPHAL BRUCE 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)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 09/30/2006

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

1340 TREAT BLVD., STE. 600

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

WALNUT CREEK, CA 94597

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) | Amount | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 01/30/2006 | Â | P4 ⁽¹⁾ | 100 | A | \$ 48.72 | 6,400 | I | By L.P. ⁽⁴⁾ | |
| Common Stock | 01/30/2006 | Â | P4 ⁽¹⁾ | 160 | A | \$ 48.73 | 6,560 | I | By L.P. ⁽⁴⁾ | |
| Common Stock | 05/04/2006 | Â | S4 ⁽²⁾ | 103 | D | \$ 46.57 | 6,457 | I | By L.P. ⁽⁴⁾ | |
| Common Stock | 05/17/2006 | Â | P4 ⁽³⁾ | 4 | A | \$ 45.58 | 6,461 | I | By L.P. ⁽⁴⁾ | |

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| | | | | | | | | | |
|--------------|------------|---|-------------------|----|---|----------|-------|---|------------------------|
| Common Stock | 06/27/2006 | Â | P4 ⁽³⁾ | 15 | A | \$ 41.87 | 6,476 | I | By L.P. ⁽⁴⁾ |
| Common Stock | 06/28/2006 | Â | P4 ⁽³⁾ | 16 | A | \$ 42.11 | 6,492 | I | By L.P. ⁽⁴⁾ |
| Common Stock | 06/30/2006 | Â | P4 ⁽³⁾ | 16 | A | \$ 43.54 | 6,508 | I | By L.P. ⁽⁴⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 9,084 | D | Â |

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.

SEC 2270 (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. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WESTPHAL BRUCE A 1340 TREAT BLVD., STE. 600 WALNUT CREEK, CA 94597 | Â X | Â | Â | Â |

Signatures

/s/ Glenn W. Novotny as Attorney-in-Fact for Bruce Westphal
 11/13/2006
 **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).

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- (1) Securities mistakenly purchased by financial planner.
- (2) Securities mistakenly sold by financial planner.

Securities mistakenly purchased by financial planner. These purchases are matchable under Section 16(b) of the Securities Exchange Act of 1934 with the reporting person's sale of the issuer's common stock at a price of \$48.50 on February 8, 2006. The reporting person is the

- (3) general partner of the limited partnership that holds these securities and the reporting person has a 0.1% pecuniary interest in the limited partnership's portfolio securities. The reporting person has paid the issuer \$0.29, representing the full amount of the reporting person's proportionate interest in the profit realized in connection with these short-swing transactions.
- (4) Securities held by a limited partnership of which Mr. Westphal is general partner. Mr. Westphal disclaims beneficial ownership of the shares except to the extent of his 0.1% pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.