CENTRAL GARDEN & PET CO

Form 4

February 15, 2006

FORM 4

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

OMB Number:

3235-0287 January 31,

2005

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if no longer subject to Section 16.

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: Estimated average

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Form 4 or Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

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) 1340 TREA	(First) (M Γ BLVD., STE. 6		3. Date of Earliest Transaction (Month/Day/Year) 02/13/2006					_X_ Director Officer (giv below)	Officer (give title Other (specify			
				Amendment, Date Original (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) (Z	Zip)	Table	I - Non-I	De	rivative S	ecuri	ties Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	n Date, if	Code (Instr. 8)		4. SecurinAcquired Disposed (Instr. 3,	(A) of (D) 4 and (A) or)) 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	02/13/2006			Code V	/	Amount 311	(D)	Price \$ 0	9,084	D		
Common Stock									6,300	I	By L.P. <u>(1)</u>	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option	\$ 48.35	02/13/2006		A	2,896	(2)	08/13/2009	Common Stock	2,896

Reporting Owners

Danastina Osman Nama / Addusas	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

WESTPHAL BRUCE A
1340 TREAT BLVD., STE. 600 X
WALNUT CREEK, CA 94597

Signatures

/s/ Bruce A. 02/13/2006 Westphal

**Signature of Date
Reporting Person

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 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 pecuniary interest therein.
- (2) One-third of the total option granted will become exercisable at each of 6 months, 18 months and 30 months after the date of grant.

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.

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