Reed Michael A Form 4 February 14, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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(b).

(Last)

(City)

1. Name and Address of Reporting Person *

Reed Michael A

2. Issuer Name and Ticker or Trading

Symbol

CENTRAL GARDEN & PET CO [CENT]

(Middle)

(Zip)

3. Date of Earliest Transaction (Month/Day/Year) 02/13/2012

Director X_ Officer (give title

Issuer

10% Owner Other (specify

below) **Executive Vice President**

1340 TREAT BOULEVARD, SUITE 600

(Street)

(First)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

WALNUT CREEK, CA 94597

(State)

	Tubic 1 11011 2 011 tubic 1 10411 0 0 0 0 1 1 1 1 1 1 1 1 1 1 1 1									
1.Title of Security	2. Transaction Date (Month/Day/Year)		3. Transactio	. 4. Securities Acquired Transaction(A) or Disposed of		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect		
(Instr. 3)		any	Code (D)				Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
					(A)		Reported			
					or		Transaction(s)			
			Code V	Amount		Price	(Instr. 3 and 4)			
Common Stock	02/13/2012		F(1)	613	D	\$ 8.79	7,535	D		
Class A Common Stock	02/13/2012		F(2)	1,226	D	\$ 9.43	29,718	D		

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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
			,			Date Expir Exercisable Date	Expiration Date	or Title Numbe			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Reed Michael A 1340 TREAT BOULEVARD SUITE 600 WALNUT CREEK, CA 94597

Executive Vice President

Signatures

/s/ Michael A.

Reed 02/14/2012

Date **Signature of 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).
- Shares delivered by the Reporting Person in payment of the witholding tax liability. The amount of shares withheld is based on the average of the high and low of the closing price of CENT on February 13, 2012.
- Shares delivered by the Reporting Person in payment of the witholding tax liability. The amount of shares withheld is based on the average of the high and low of the closing price of CENTA on February 13, 2012.

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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