

CENTRAL GARDEN & PET CO
 Form 4
 May 23, 2008

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 *
 SCOPIA MANAGEMENT INC

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)
 450 SEVENTH AVENUE, 43RD FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
 05/21/2008

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

(Street)
 NEW YORK, NY 10123

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 | | | |
| Common Stock | 05/21/2008 | | S | | 5,500 | D | \$ 6.9597 | 2,299,962 | I | See Footnote (1) ⁽¹⁾ |
| Common Stock | 05/21/2008 | | S | | 118,800 | D | \$ 6.9797 | 2,181,162 | I | See Footnote (1) ⁽¹⁾ |
| Common Stock | 05/21/2008 | | S | | 4,000 | D | \$ 6.9697 | 2,177,162 | I | See Footnote (1) ⁽¹⁾ |
| Common | 05/21/2008 | | S | | 89 | D | \$ | 2,177,073 | I | See |

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| | | | | | | | | | |
|--------------|------------|--|---|--------|--------|-----------|-----------|------------------|---------------------------------|
| Stock | | | | | 6.9951 | | | | Footnote (1) ⁽¹⁾ |
| Common Stock | 05/21/2008 | | S | 21,611 | D | \$ 7.0237 | 2,155,462 | I | See Footnote (1) ⁽¹⁾ |
| Class A | 05/21/2008 | | P | 0 | A | \$ 0 | 4,918,821 | I | See Footnote (1) ⁽¹⁾ |
| Common Stock | 05/21/2008 | | P | 0 | A | \$ 0 | 60,310 | D ⁽²⁾ | |
| Class A | 05/21/2008 | | P | 0 | A | \$ 0 | 66,886 | D ⁽²⁾ | |

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.

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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 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. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SCOPIA MANAGEMENT INC 450 SEVENTH AVENUE 43RD FLOOR NEW YORK, NY 10123 | | X | | |
| MINDICH JEREMY C/O SCOPIA MANAGEMENT INC | | X | | |

450 SEVENTH AVENUE, 43RD FLOOR
NEW YORK, NY 10123

SIROVICH MATTHEW
C/O SCOPIA MANAGEMENT INC
450 SEVENTH AVENUE, 43RD FLOOR
NEW YORK, NY 10123

X

Signatures

Scopia management Inc. By: /s/ Jeremy Mindich, President 05/23/2008

__Signature of Reporting Person Date

/s/ Jeremy Mindich 05/23/2008

__Signature of Reporting Person Date

/s/ Matthew Sirovich 05/23/2008

__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).

- These securities are held in the accounts of several investment funds and managed accounts (the "Investment Vehicles") for which Scopia Management Inc. ("Scopia Management") serves as the investment manager. Matthew Sirovich and Jeremy Mindich are the control persons of Scopia Management. Scopia Management and Messrs. Sirovich and Mindich may be deemed to beneficially own the securities held by the Investment Vehicles and Messrs. Sirovich and Mindich's status as the control persons of Scopia Management.
- (1)
 - (2) These securities are owned by Matthew Sirovich who is a Reporting Person.

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.