CENTRAL GARDEN & PET CO

Form 4

August 17, 2005

FORM 4

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

OMB Number: 3235-0287

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

OMB APPROVAL

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

2. Issuer Name and Ticker or Trading

response...

5. Relationship of Reporting Person(s) to

1(b).

Stock

Stock

Common

08/16/2005

(Print or Type Responses)

1. Name and Address of Reporting Person *

PENNINGTON BROOKS III			Symbol CENTRAL GARDEN & PET CO [CENT]				CO	Issuer (Check all applicable)				
(Last) (First) (Middle) 1280 ATLANTA HIGHWAY			3. Date of Earliest Transaction (Month/Day/Year) 08/16/2005					X Director 10% Owner X Officer (give title Other (specify below) Pres. & CEO - Pennington Seed				
(Street) MADISON, GA 30650				4. If Amendment, Date Original Filed(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) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											ly Owned	
	1.Title of Security (Instr. 3)	any		med on Date, if Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired (n(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		d of (D)	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	08/16/2005			M(1)	7,500	A	\$ 21.74	247,050	D		
	Common Stock	08/16/2005			S(2)	1,000	D	\$ 51.5	246,050	D		
	Common Stock	08/16/2005			S	1,000	D	\$ 51.35	245,050	D		
	Common	08/16/2005			S	1,000	D	\$ 51.25	244,050	D		

S

2,100

D

51.25

\$ 51.2 241,950

D

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Common Stock	08/16/2005	S	597	D	\$ 51.12	241,353	D	
Common Stock	08/16/2005	S	53	D	\$ 51.1	241,300	D	
Common Stock	08/16/2005	S	750	D	\$ 51	240,550	D	
Common Stock	08/16/2005	S	1,000	D	\$ 50.9	239,550	D	
Common Stock						49,040	I	By L.P. (3)
Common Stock						6,938	I	By Spouse
Common Stock						7,604	I	By LLC (5)

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

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SEC 1474 (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. Transactic Code (Instr. 8)	5. Number coof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(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
Employee Stock Option (right to buy)	\$ 21.74	08/16/2005		М	7,500	08/10/2005	08/10/2006	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners 2

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Director 10% Owner Officer Other

PENNINGTON BROOKS III
Pres. & CEO 1280 ATLANTA HIGHWAY
X
Pennington
MADISON, GA 30650
Seed

Signatures

/s/ Brooks M.
Pennington III 08/17/2005

**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).
- (1) Options exercised through sales plan pursuant to Rule 10b5-1(c)(1) of the Securities Exchange Act of 1934, as amended.
- (2) Sale (and all sales reported in this table) effected under sales plan pursuant to Rule 10b5-1(c)(1) of the Securities Exchange Act of 1934, as amended.
- By BPCB Partners L.P. The general managing partner of BPCB Partners L.P. is BPCB Management Company LLC ("BPCBLLC"), and (3) Mr. Pennington is the sole member of BPCBLLC. Mr. Pennington disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (4) Mr. Pennington disclaims beneficial ownership of 6,938 shares of the Issuer's common stock owned by his spouse.
 - By Pennington Management Company II, LLC, in which Mr. Pennington has an ownership interest. Mr. Pennington is the President of
- (5) Pennington Management Company II, LLC. Mr. Pennington disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

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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