

PENNINGTON BROOKS III  
Form 4  
August 05, 2009

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PENNINGTON BROOKS III

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)

1280 ATLANTA HIGHWAY

(Street)

MADISON, GA 30650

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/03/2009

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

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

**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	08/03/2009		M <sup>(1)</sup>		6,000	A	\$ 4.28	165,950	D
Common Stock	08/03/2009		F <sup>(2)</sup>		3,397	D	\$ 11.965	162,553	D
Common Stock	08/04/2009		S <sup>(3)</sup>		2,603	D	\$ 11.8595	159,950	D
Common Stock								49,040	I
Common Stock								6,938	I
									By L.P. <sup>(4)</sup>
									By Spouse <sup>(5)</sup>

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Common Stock						7,604	I	By LLC <u>(6)</u>
Class A Common Stock	08/03/2009	<u>M</u> <sup>(1)</sup>	12,000	A	\$ 4.26	334,959	D	
Class A Common Stock	08/03/2009	<u>F</u> <sup>(2)</sup>	7,018	D	\$ 11.055	327,941	D	
Class A Common Stock	08/04/2009	<u>S</u> <sup>(3)</sup>	4,982	D	\$ 11.0389	322,959	D	
Class A Common Stock						98,080	I	By L.P. <u>(4)</u>
Class A Common Stock						13,876	I	By Spouse <u>(5)</u>
Class A Common Stock						15,208	I	By LLC <u>(6)</u>

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 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. 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 4.28	08/03/2009		M		6,000		08/02/2007	08/02/2010	Common Stock	6,000
Stock Option	\$ 4.26	08/03/2009		M		12,000		08/02/2007	08/02/2010	Class A Common	12,000

(right to  
buy)

Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
PENNINGTON BROOKS III 1280 ATLANTA HIGHWAY MADISON, GA 30650	X

## Signatures

/s/ Brooks  
Pennington III                      08/05/2009

\_\_Signature of Reporting                      Date  
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) Options exercised through sales plan pursuant to Rule 10b-5-1(c)(1) of the Securities Exchange Act of 1934, as amended.

Shares withheld by the Issuer in payment of the aggregate option exercise price and withholding tax liability incurred upon the  
(2) above-reported exercise of options. The amount of shares withheld is based on the respective average of the high and low sales prices on the date of exercise.

Sales effected under sales plan pursuant to Rule 10b5-1(c)(1) of the Securities Exchange Act of 1934, as amended. The range of prices for the shares of Common Stock is from \$11.81 to \$12.02. The range of prices for the shares of Class A Common Stock is from \$10.94 to \$11.15. Mr. Pennington undertakes that he will provide, upon request by the staff of the U.S. Securities and Exchange Commission, full  
(3) information regarding the number of securities sold at each separate price.

By BPCB Partners L.P. The general managing partner of BPCB Partners L.P. is BPCB Management Company LLC ("BPCBLLC") and  
(4) 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.

Mr. Pennington disclaims beneficial ownership of 6,938 shares of the Issuer's Common Stock owned by his spouse and 13,876 shares of the Issuer's Class A Common Stock owned by his spouse.  
(5)

By Pennington Management Company II, LLC, in which Mr. Pennington has an ownership interest. Mr. Pennington is the President of  
(6) 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.