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SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant [X]

Filed by a Party other than the Registrant []

Check the appropriate box:

- [] Preliminary Proxy Statement [] Confidential, for Use of the
Commission Only (as permitted by
Rule 14a-6(e) (2))
- [X] Definitive Proxy Statement
- [] Definitive Additional Materials
- [] Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-12

Central Garden & Pet Company

(Name of Registrant as Specified In Its Charter)

--Enter Company Name Here--

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- [X] No fee required.
- [] Fee computed on table below per Exchange Act Rules 14a-6(i) (4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

[] Fee paid previously with preliminary materials.

[] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a) (2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Notes:

[CENTRAL GARDEN & PET COMPANY LOGO]

CENTRAL GARDEN & PET COMPANY

3697 Mt. Diablo Boulevard
Lafayette, California 94549

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Monday, February 12, 2001, 10:30 A.M.

To the Stockholders:

Notice is hereby given that the Annual Meeting of Stockholders of Central Garden & Pet Company will be held at the LAFAYETTE PARK HOTEL, 3287 Mt. Diablo Boulevard, Lafayette, California, on Monday, February 12, 2001, at 10:30 A.M. for the following purposes:

- (1) To elect six directors.
- (2) To transact such other business as may properly come before the meeting.

Only stockholders of record on the books of the Company as of 5:00 P.M., January 5, 2001, will be entitled to vote at the meeting and any adjournment thereof. A complete list of the Company's stockholders entitled to vote at the meeting will be available for examination by any stockholder for ten days prior to the meeting during normal business hours at the Company's offices at 3697 Mt. Diablo Boulevard, Lafayette, California.

Dated: January 9, 2001

By Order of the Board of Directors

Lee D. Hines, Jr., Secretary

STOCKHOLDERS ARE REQUESTED TO MARK, DATE, SIGN AND RETURN THE ENCLOSED PROXY AS PROMPTLY AS POSSIBLE.

CENTRAL GARDEN & PET COMPANY

3697 Mt. Diablo Boulevard
Lafayette, California 94549

PROXY STATEMENT

The enclosed proxy is solicited by the Board of Directors of Central Garden & Pet Company (the "Company") to be used at the Annual Meeting of Stockholders on February 12, 2001, for the purposes set forth in the foregoing notice. This proxy statement and the enclosed form of proxy were first sent to stockholders on or about January 15, 2001.

If the enclosed form of proxy is properly signed and returned, the shares represented thereby will be voted at the Annual Meeting in accordance with the instructions specified thereon. If the proxy does not specify how the shares represented thereby are to be voted, the proxy will be voted as recommended by the Board of Directors. Any stockholder signing a proxy in the form accompanying this Proxy Statement has the power to revoke it prior to or at the Annual Meeting. A proxy may be revoked by a writing delivered to the Secretary of the Company stating that the proxy is revoked, by a subsequent proxy signed by the person who signed the earlier proxy, or by attendance at the Annual Meeting and voting in person.

VOTING SECURITIES

Only stockholders of record on the books of the Company as of 5:00 P.M., January 5, 2001, will be entitled to vote at the Annual Meeting.

As of the close of business on January 5, 2001, there were outstanding

16,741,427 shares of Common Stock of the Company, entitled to one vote per share, and 1,656,462 shares of Class B Stock of the Company, entitled to the lesser of ten votes per share or 49% of the total votes cast. Holders of Common Stock and Class B Stock will vote together on all matters presented to the stockholders for their vote or approval at the meeting, including the election of directors. The holders of a majority of the outstanding shares of the stock of the Company, present in person or by proxy, will constitute a quorum for the transaction of business at the Annual Meeting or any adjournment thereof.

Votes cast by proxy or in person at the Annual Meeting will be tabulated by the election inspectors appointed for the meeting and will determine whether or not a quorum is present. The election inspectors will treat abstentions and broker non-votes as shares that are present and entitled to vote for purposes of determining the presence of a quorum but as unvoted for purposes of determining the approval of any matter submitted to the stockholders for a vote. With regard to the election of directors, votes may be cast "For" or "Withhold Authority" for each nominee; votes that are withheld will be excluded entirely from the vote and will have no effect. If a broker indicates on the proxy that it does not have discretionary authority as to certain shares to vote on a particular matter, those shares will not be considered as present and entitled to vote with respect to that matter.

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ELECTION OF DIRECTORS

The persons named below are nominees for director to serve until the next Annual Meeting of Stockholders and until their successors shall have been elected. The nominees constitute the present Board of Directors. In the absence of instructions to the contrary, shares represented by the proxy will be voted and the proxies will vote for the election of all such nominees to the Board of Directors. If any of such persons is unable or unwilling to be a candidate for the office of director at the date of the Annual Meeting, or any adjournment thereof, the proxies will vote for such substitute nominee as shall be designated by the proxies. Management has no reason to believe that any of such nominees will be unable or unwilling to serve if elected a director. Set forth below is certain information concerning the nominees which is based on data furnished by them.

<TABLE>
<CAPTION>

Nominees for Director	Age	Business Experience During Past Five Years and Other Information	Served as Director Since
<C>	<C>	<S>	<C>
William E. Brown.....	59	Chairman of the Board and Chief Executive Officer since 1980.	1980
Glenn W. Novotny.....	53	President since June 1990. Prior to June 1990, Mr. Novotny was with Weyerhaeuser Corporation in a variety of capacities.	1990
Brooks M. Pennington III..	46	Chief Executive Officer of Pennington Seed Inc., a business which was acquired by the Company in February 1998, since June 1994.	1998
Lee D. Hines, Jr.	54	Vice President, Chief Financial Officer and Secretary since January 2000. Mr. Hines was a self-employed consultant from June 1993 until January 2000. From April 1991 until June 1993, Mr. Hines was Executive Vice President and Chief Financial Officer of the Company.	1992
Daniel P. Hogan, Jr.	72	Self-employed consultant. Prior to his retirement in 1987, Mr. Hogan was a Vice President of Chevron Chemical Company and General Manager of its Ortho Consumer Products Division.	1993
Bruce A. Westphal.....	60	Chairman of Bay Alarm Company, a security systems company since 1984. Mr. Westphal is also Chairman of InReach Internet, a provider of internet services, and President of Balco Properties, a real estate development and management company. Mr. Westphal was also Chairman of PacWest Telecom from 1994 to 1998.	1999

</TABLE>

In February 1998, the Company acquired Pennington Seed, Inc. ("PSI"). Pursuant to the acquisition agreement, Brooks M. Pennington III was appointed to the Company's Board of Directors. William E. Brown, the Company's Chairman and Chief Executive Officer, entered into a voting agreement with the former stockholders of PSI whereby Mr. Brown agreed to vote his shares of the Company's stock for the election to the Company's Board of Directors of the nominee appointed by the former stockholders of PSI. The voting agreement will terminate on the earlier of (i) February 27, 2002 and (ii) the date the former stockholders of PSI own of record less than 33% of the shares of the Company's Common Stock issued to them pursuant to the acquisition agreement.

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FURTHER INFORMATION CONCERNING
THE BOARD OF DIRECTORS

Committees of the Board

During fiscal 2000, the Board of Directors held six meetings and acted by unanimous written consent on a number of occasions. In 1993, after consummation of its initial public offering, the Company established an Audit and Compensation Committee. The Company does not have a Nominating Committee.

The members of the Audit and Compensation Committee are Bruce A. Westphal and Daniel P. Hogan, Jr. Among the functions performed by this committee in its capacity as an Audit Committee are to make recommendations to the Board of Directors with respect to the engagement or discharge of independent auditors, to review with the independent auditors the plan and results of the auditing engagement, to review the Company's system of internal financial and accounting controls and to make inquiries into matters within the scope of its functions. Among the functions performed by this committee in its capacity as a Compensation Committee are to review and make recommendations to the Board of Directors concerning the compensation of the key management employees of the Company and to administer the Company's equity incentive plan. The Audit and Compensation Committee held six meetings during fiscal 2000.

Attendance at Meetings

During fiscal 2000, there were no members of the Board of Directors who attended fewer than seventy-five percent of the meetings of the Board of Directors and all committees of the Board on which they served.

Compensation of Directors

During fiscal 2000, Directors who were not employees of the Company were paid directors fees consisting of \$20,000 per year and \$1,000 for each Board meeting attended. Directors who attend meetings of the Audit and Compensation Committee receive an additional \$1,000 for each meeting not held on the same day as a Board meeting. Under the Non-Employee Director Stock Option Plan, Messrs. Westphal and Hogan will each be granted at the Annual Meeting and at each subsequent annual meeting options to purchase the number of shares of Common Stock determined by dividing \$25,000 by the fair market value of a share of Common Stock on the date of the Annual Meeting.

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EXECUTIVE COMPENSATION

Compensation of Executive Officers

The compensation paid to the Company's Chief Executive Officer and the only other executive officers who received compensation in excess of \$100,000 for services in all capacities to the Company and its subsidiaries during fiscal 1998, 1999 and 2000 is set forth below.

SUMMARY COMPENSATION TABLE

<TABLE>
<CAPTION>

Name and Principal Position	Annual Compensation				Long-Term Compensation Awards		All Other Compensation (\$)
	Year	Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)(1)	Restricted Securities Stock Awards (\$)	Underlying Options (#)	
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
William E. Brown.....	2000	410,000	--	--	--	--	--
Chairman and Chief Executive Officer	1999	410,000	--	--	--	--	--
	1998	400,000	--	--	--	--	--
Glenn W. Novotny.....	2000	370,000	100,000	--	--	--	2,400(3)
President	1999	357,101	--	--	--	175,000(2)	2,400(3)
	1998	347,846	--	--	--	200,000(2)	2,375(3)

Lee D. Hines, Jr.	2000	225,000	--	--	--	40,000	--
Vice President and Chief Financial Officer(4)							
Robert B. Jones.....	2000	186,000	--	--	--	5,000	2,400(3)
Vice President(5)							
	1999	178,942	--	--	--	40,000	2,400(3)
	1998	173,766	--	--	--	25,000	2,104(3)
Brooks M. Pennington III.....							
	2000	313,727	65,000	--	--	15,000	7,397(6)
Chief Executive Officer of Pennington Seed Inc.							
	1999	303,750	54,000	--	--	40,000	18,016(7)
	1998	300,000	--	--	--	6,000	--

</TABLE>

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- (1) While the named executive officers enjoy certain perquisites, for fiscal years 1998, 1999 and 2000 these did not exceed the lesser of \$50,000 or 10% of each officer's salary and bonus.
 - (2) In December 1998, the Company cancelled Mr. Novotny's options granted in fiscal 1998 and issued new options for 100,000 shares.
 - (3) Represents the matching contribution which the Company made on behalf of the executive officer to the Company's 401(k) Plan.
 - (4) Mr. Hines became Vice President and Chief Financial Officer in January 2000.
 - (5) Mr. Jones was Vice President and Chief Financial Officer until January 2000.
 - (6) Includes a \$2,625 matching contribution which the Company made on behalf of the executive officer to PSI's 401(k) Plan and \$4,772 paid under PSI's profit sharing plan.
 - (7) Includes a \$2,500 matching contribution which the Company made on behalf of the executive officer to PSI's 401(k) Plan and \$15,516 paid under PSI's profit sharing plan.

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The following table sets forth certain information regarding stock options granted during fiscal 2000 to the executive officers named in the foregoing Summary Compensation Table. None of such persons received awards of stock appreciation rights during fiscal 2000.

OPTION GRANTS IN LAST FISCAL YEAR

<TABLE>
<CAPTION>

Name	Individual Grants				Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term(3)	
	Number of Securities Underlying Options Granted (#) (1)	Percent of Total Options Granted to Employees in Fiscal Year	Exercise or Base Price (\$/Sh) (2)	Expiration Date	5% (\$)	10% (\$)
<S>	<C>	<C>	<C>	<C>	<C>	<C>
William E. Brown.....	--	--	--	--	--	--
Glenn W. Novotny.....	--	--	--	--	--	--
Lee D. Hines, Jr.	40,000	8.1	8.19	06/02/03	61,003	129,718
Robert B. Jones.....	5,000	1.0	8.19	06/02/03	7,625	16,215
Brooks M. Pennington III.....	15,000	3.1	8.19	06/02/03	22,876	48,644

</TABLE>

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- (1) The options granted to each of Messrs. Hines, Jones and Pennington vest in full on June 2, 2002. Under the terms of the Company's Stock Option Plan, the Audit and Compensation Committee retains discretion, subject to plan limits, to modify the terms of outstanding options.
 - (2) All options were granted at fair market value at date of grant.
 - (3) Realizable values are reported net of the option exercise price. The dollar amounts under these columns are the result of calculations at the 5% and 10% rates (determined from the price at the date of grant, not the stock's current market value) set by the Securities and Exchange Commission and therefore are not intended to forecast possible future appreciation, if any, of the Company's stock price. Actual gains, if any, on stock option exercises are dependent on the future performance of the Common Stock as well as the optionholder's continued employment through the vesting period. The potential realizable value calculation assumes that the optionholder waits until the end of the option term to exercise the option.

The following table sets forth certain information with respect to options exercised during fiscal 2000 and stock options held by each of the Company's executive officers as of September 30, 2000.

AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR
AND FY-END OPTION VALUE

<TABLE>
<CAPTION>

Name	Shares		Number of Securities	Value of Unexercised
	Acquired On	Value	Underlying Unexercised	In-the-Money Options
	Exercise (#)	Realized (\$)	Options at FY-End (#)	at FY-End (\$)
			-----	-----
			Exercisable/Unexercisable	Exercisable/Unexercisable
			-----	-----
<S>	<C>	<C>	<C>	<C>
William E. Brown.....	--	--	180,000/150,000	0/0
Glenn W. Novotny.....	12,000	74,437	99,650/160,350	60,761/29,927
Lee D. Hines, Jr.....	--	--	10,000/53,604	0/0
Robert B. Jones.....	--	--	45,000/95,000	0/0
Brooks M. Pennington III.....	--	--	0/61,000	0/0

</TABLE>

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Employment Agreements

The Company entered into an employment agreement with Brooks M. Pennington III in February 1998 in connection with the acquisition of Pennington Seed, Inc. ("PSI"). The agreement provides that Mr. Pennington will serve as President and Chief Executive Officer of PSI at an annual minimum salary of \$300,000. The agreement terminates in February 2003, unless terminated earlier for his dismissal with cause, death or disability.

Audit and Compensation Committee Interlocks and Insider Participation

Messrs. Westphal and Hogan served as members of the Audit and Compensation Committee during fiscal 2000. They have no relationship with the Company other than as directors and stockholders. During fiscal 2000, no executive officer of the Company served as a director, or as a member of any compensation committee, of any other for-profit entity.

Transactions with the Company

Brooks M. Pennington III is a minority shareholder and a director of Bio Plus, Inc., a company that produces granular peanut hulls. During its fiscal year ended July 31, 2000, Bio Plus, Inc.'s total revenues were approximately \$3,358,000 of which approximately \$1,980,000 were sales to subsidiaries of the Company.

AUDIT AND COMPENSATION COMMITTEE REPORT ON AUDITED FINANCIAL STATEMENTS

The Audit and Compensation Committee of the Board consists of the two directors whose signatures appear below. Each member of the Audit Committee is "independent" as defined in the NASD Rules.

The Audit and Compensation Committee's general role as an audit committee is to assist the Board in monitoring the Company's financial reporting process and related matters. Its specific responsibilities are set forth in its charter, which is attached as Appendix A to this proxy statement.

As required by the charter, the Audit and Compensation Committee reviewed the Company's financial statements for fiscal year 2000 and met with management, as well as with representatives of Deloitte & Touche LLP, the Company's independent public accountants, to discuss the financial statements. The Audit and Compensation Committee also discussed with representatives of Deloitte & Touche LLP the matters required to be discussed by Statement on Auditing Standards 61, Communication with Audit Committees.

In addition, the Audit and Compensation Committee discussed with representatives of Deloitte & Touche LLP their independence from management and the Company, including the matters in the written disclosures required by Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees.

Based on these discussions, the financial statement review and other matters it deemed relevant, the Audit and Compensation Committee recommended to the Board of Directors (and the Board approved) that the audited financial statements be included in the Company's Annual Report on Form 10-K for the year ended September 30, 2000.

January 9, 2001

Audit and Compensation Committee

Bruce A. Westphal, Chairman
Daniel P. Hogan, Jr.

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To the Board of Directors:

As members of the Audit and Compensation Committee, it is our duty to determine the compensation for officers and directors, to administer the Company's 1993 Omnibus Equity Incentive Plan and to review the Company's salary, bonus and compensation arrangements generally. In addition, we evaluate the performance of management and related matters.

As a public company, we utilize three primary tools to assist in compensating executives. They are base salary, bonus, and stock options. Together they combine to provide an executive's total compensation package. We view base salary as a primary indicator of the market value needed to attract an executive with the skill and expertise to perform the position. We periodically retain outside assistance to counsel us in determining market value. We view bonus as a means of rewarding short-term performance which exceeds established goals and we utilize stock options as a means of linking our executives' long term benefits to those received by our stockholders.

In 1997, we retained the services of a compensation consulting firm to assist in determining the market value compensation for the Chief Executive Officer, William E. Brown. Survey data, coupled with performance based peer group evaluations, were utilized to determine competitive short and long term awards for Mr. Brown. The data developed indicated that an increase to Mr. Brown's base salary to \$400,000 was warranted. Mr. Brown requested that the Committee not increase his base pay during fiscal 1997. In fiscal 1998, the Committee increased Mr. Brown's base salary to \$400,000. The Committee also increased the base salary of Mr. Novotny and Mr. Jones in fiscal 1998. The Committee choose not to increase base salaries for any of the executive officers in fiscal 1999 and fiscal 2000 other than the cost of living increase granted to all employees. These actions are reflected in the summary compensation table.

Based on the Company's performance in fiscal 2000, the Committee determined not to pay bonuses in respect of fiscal 2000 to Mr. Brown or any of the Company's executive officers other than Messrs. Novotny and Pennington. The Committee did, however, grant options to each of the Company's executive officers other than Messrs. Brown and Novotny.

As a matter of policy, the Company believes it is important to retain the flexibility to maximize the Company's tax deductions. Amendments to Section 162(m) of the Internal Revenue Code have eliminated the deductibility of most compensation over a million dollars in any given year. The Committee believes that it is highly unlikely that any officer of the Company will receive compensation in excess of a million dollars per year in the foreseeable future. However, subject to the foregoing, it will be the policy of the Committee to consider the impact, if any, of Section 162(m) on the Company and to document as necessary specific performance goals in order to seek to preserve the Company's tax deductions.

We continue to subscribe to the philosophy that the Company's overall performance and its return to stockholders will be the primary areas of consideration when rewarding the Company's top executives. It is our goal to ensure that our executives are paid competitively with the market and are rewarded for performance that benefits the stockholders. In years when the Company does well, we will reward using the tools described above; in years when the performance does not meet expectations, the compensation of the top executives of Central will be reflective of that fact.

January 9, 2001

Audit and Compensation Committee

Bruce A. Westphal, Chairman
Daniel P. Hogan, Jr.

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PERFORMANCE GRAPH

The following graph compares the percentage change in the Company's cumulative total stockholder return on its Common Stock for the period from September 30, 1995 to September 30, 2000 with the cumulative total return of the NASDAQ Composite (U.S.) Index and the Dow Jones Non-Durable Household Products Index, a peer group index consisting of approximately 30 manufacturers and distributors of household products.

The comparisons in the graph below are based on historical data and are not indicative of, or intended to forecast, the possible future performance of the Company's Common Stock.

[PERFORMANCE GRAPH APPEARS HERE]

<TABLE>
<CAPTION>

9/30/95 9/28/96 9/27/97 9/26/98 9/25/99 9/30/00

<S>	<C>	<C>	<C>	<C>	<C>	<C>
Central Garden & Pet Company...	100.00	338.78	468.37	294.90	127.30	113.27
Dow Jones Household Products...	100.00	128.95	182.33	186.33	251.90	199.22
Nasdaq Composite (US).....	100.00	118.64	162.85	166.45	269.22	359.11

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OWNERSHIP OF MANAGEMENT AND PRINCIPAL STOCKHOLDERS

The following table indicates, as to each director, each named executive officer and each holder known to the Company to be the beneficial owner of more than five percent of any class of the Company's voting stock, the number of shares and percentage of the Company's stock beneficially owned as of December 31, 2000.

<TABLE>
<CAPTION>

Beneficial Owner -----	Shares Beneficially Owned as of December 31, 2000		
	Number of Class B Shares	Number of Common Shares	Percent (1)
-----	-----	-----	-----
<S>	<C>	<C>	<C>
William E. Brown (2).....	1,604,659	380,000 (3)	10.7%
Brooks M. Pennington III (4).....	--	1,669,552	9.1
Dimensional Fund Advisors Inc. (5).....	--	1,518,000 (6)	8.3
Cramer Rosenthal McGlynn, L.L.C. (7).....	--	1,314,400 (6)	7.2
Glenn W. Novotny.....	--	228,994 (8)	1.2
Robert B. Jones.....	--	67,403 (9)	*
Lee D. Hines, Jr.....	--	61,000 (10)	*
Daniel P. Hogan, Jr.....	--	16,000 (10)	*
Bruce A. Westphal.....	--	5,700	*
All directors and officers as a group (seven persons).....	1,604,659	2,428,649 (11)	21.5

</TABLE>

(*) Less than 1%.

- Represents the number of shares of Class B Stock and Common Stock beneficially owned by each stockholder as a percentage of the total number of shares of Class B Stock and Common Stock outstanding.
- The address of Mr. Brown is 3697 Mt. Diablo Boulevard, Lafayette, California 94549.
- Includes 240,000 shares issuable upon exercise of outstanding options exercisable within 60 days of December 31, 2000.
- The address of Mr. Pennington is 1280 Atlanta Highway, Madison, Georgia 30650.
- The address of Dimensional Fund Advisors, Inc. is 1299 Ocean Avenue, 11th Floor, Santa Monica, California 90401.
- Based on a Schedule 13F filed reflecting beneficial ownership as of September 30, 2000.
- The address of Cramer Rosenthal McGlynn, L.L.C. is 520 Madison Avenue, 32nd Floor, New York, New York 10022.
- Includes 134,650 shares issuable upon exercise of outstanding options exercisable within 60 days of December 31, 2000.
- Includes 65,000 shares issuable upon exercise of outstanding options exercisable within 60 days of December 31, 2000.
- Includes 10,000 shares issuable upon exercise of outstanding options exercisable within 60 days of December 31, 2000.
- Includes 459,650 shares issuable upon exercise of outstanding options exercisable within 60 days of December 31, 2000.

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SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's officers and directors, and persons who own more than ten percent of a registered class of the Company's equity securities, to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Officers, directors and greater than ten-percent stockholders are required by SEC regulation to furnish the Company with copies of all Section 16(a) forms they file.

Based solely on its review of the copies of such forms received by it, or written representations from certain reporting persons that no Forms 5 were required for those persons, the Company believes that, during the period from September 25, 1999 to September 30, 2000 all filing requirements applicable to its officers, directors, and greater than ten-percent beneficial owners were complied with, except for Messrs. Hines, Jones, Pennington, Hogan and Westphal who each filed a late Form 5 in November 2000 reporting stock option grants during fiscal 2000.

AUDITORS

Deloitte & Touche LLP, independent certified public accountants, serves as the Company's principal accountants. Representatives of Deloitte & Touche LLP will be present at the Annual Meeting with the opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions.

OTHER MATTERS

As of the date of this Proxy Statement, there are no other matters which management intends to present or has reason to believe others will present to the meeting. If other matters properly come before the meeting, those who act as proxies will vote in accordance with their judgment.

STOCKHOLDER PROPOSALS

If any stockholder intends to present a proposal for action at the Company's annual meeting in 2001 and wishes to have such proposal set forth in management's proxy statement, such stockholder must forward the proposal to the Company so that it is received on or before September 11, 2001. Proposals should be addressed to the Company at 3697 Mt. Diablo Boulevard, Lafayette, California 94549, Attention: Corporate Secretary.

The attached proxy card grants the proxy holders discretionary authority to vote on any matter raised at the Annual Meeting. If a stockholder intends to submit a proposal at the Company's annual meeting in 2001, which proposal is not intended to be included in the Company's proxy statement and form of proxy relating to that meeting, the stockholder should give appropriate notice no later than December 1, 2001. If such a stockholder fails to submit the proposal by such date, the Company will not be required to provide any information about the nature of the proposal in its proxy statement and the proxy holders will be allowed to use their discretionary voting authority if the proposal is raised at the Company's annual meeting in 2002.

COST OF SOLICITATION

All expenses in connection with the solicitation of this proxy, including the charges of brokerage houses and other custodians, nominees or fiduciaries for forwarding documents to stockholders, will be paid by the Company.

Dated: January 9, 2001.

By Order of the Board of Directors

Lee D. Hines, Jr., Secretary

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APPENDIX A

AUDIT COMMITTEE CHARTER Central Garden & Pet Company

Organization

There shall be a committee of the board of directors to be known as the audit committee. The audit committee shall be composed of two directors (increased to three before June 14, 2001) who are independent of the management of the corporation and free of any relationship that, in the opinion of the board of directors, would interfere with their exercise of independent judgment as a committee member.

Statement of Policy

The audit committee shall provide assistance to the corporate directors in fulfilling their responsibility to the shareholders, potential shareholders, and investment community relating to corporate accounting, reporting practices of the corporation, and the quality and integrity of the financial reports of the corporation. In so doing, it is the responsibility of the audit committee to maintain free and open means of communication between the directors, independent auditors, and the financial management of the corporation.

Responsibilities

In carrying out its responsibilities, the audit committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and to ensure to the directors and shareholders that the corporate accounting and reporting practices of the corporation are in accordance with all requirements and are of the highest quality.

In carrying out these responsibilities, the audit committee will:

- . Review and recommend to the directors the independent auditors to be selected to audit the financial statements of the corporation and its divisions and subsidiaries.
- . Meet with the independent auditors and financial management of the

corporation to review the scope of the proposed audit for the current year and the audit procedures to be utilized, and at the conclusion thereof review such audit, including any comments or recommendations of the independent auditors.

- . Review with independent auditors, and financial and accounting personnel, the adequacy and effectiveness of the accounting and financial controls of the corporation, and elicit any recommendations for the improvement of such internal control procedures or particular areas where new or more detailed controls or procedures are desirable. Particular emphasis should be given to the adequacy of such internal controls to expose any payments, transactions, or procedures that might be deemed illegal, questionable, or otherwise improper.
- . Review the financial statements contained in the annual report to shareholders with management and the independent auditors to determine that the independent auditors are satisfied with the disclosure and content of the financial statements to be presented to the shareholders. Any changes in accounting principals should be reviewed.
- . Provide the financial management and the independent auditors sufficient opportunity to discuss with the audit committee their qualitative judgments about the appropriateness, not just the acceptability, of accounting principles and financial disclosure practices used or proposed to be adopted by the Company and, particularly, about the degree of aggressiveness or conservatism of its accounting principles and underlying estimates.
- . Review with financial management and the independent auditors the interim financial report before it is filed with the SEC.
- . Prepare a letter for inclusion in the Annual Report on Form 10-K that describes the audit committee's composition and responsibilities, and how they were discharged.
- . Review and assess the adequacy of the audit committee charter on an annual basis.

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PROXY

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS
CENTRAL GARDEN & PET COMPANY
PROXY FOR ANNUAL MEETING OF STOCKHOLDERS February 12, 2001

The undersigned hereby appoints William E. Brown and Glenn W. Novotny, or either of them, each with power of substitution, as proxies of the undersigned, to attend the Annual Meeting of Stockholders of CENTRAL GARDEN & PET COMPANY to be held at the LAFAYETTE PARK HOTEL, 3287 Mt. Diablo Boulevard, Lafayette, California, on February 12, 2001, at 10:30 A.M., and any adjournment thereof, and to vote the number of shares the undersigned would be entitled to vote if personally present on the following:

(Continued, and to be marked, dated and signed, on the reverse side)

(Continued from other side)

<TABLE>
<CAPTION>

<S> <C>
This proxy will be voted as directed. In the absence of contrary directions, [X]
Please mark
this proxy will be voted FOR the election of the directors listed below.
your votes

as this

1. ELECTION OF DIRECTORS:

FOR all nominees listed (except as indicated)	WITHHOLD authority to vote for all nominees listed
--	---

plan to attend
[]
the meeting

[]

2. In their discretion, upon any and all such other
matters as may properly come before the meeting
or any adjournment thereof.

[]

Instructions: To withhold authority to vote for any
individual nominee, strike a line through that
nominee's name in the list below.

STOCKHOLDERS ARE URGED TO MARK, DATE,
SIGN AND RETURN THIS PROXY PROMPTLY IN
THE ENVELOPE PROVIDED, WHICH REQUIRES
NO POSTAGE IF MAILED IN THE UNITED

STATES.

William E. Brown, Glenn W. Novotny, Brooks M.
Pennington III, Lee D. Hines, Jr., Daniel P.
Hogan, Jr. and Bruce A. Westphal

Signature(s)

Date

The signature should correspond exactly with the name appearing on the certificate evidencing your Common Stock. If
more than one
name appears, all should sign. Joint owners should each sign personally.

</TABLE>