

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K/A AMENDMENT NO. 1

[X] ANNUAL REPORT PURSUANT TO SECTION 13 or 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended Commission File Number  
September 28, 1996 0-20242

CENTRAL GARDEN & PET COMPANY

(Exact name of registrant as specified in its charter)

Delaware 68-0275553

(State or other jurisdiction of (IRS Employer  
incorporation or organization) Identification Number)

3697 Mt. Diablo Boulevard, Lafayette, California 94549

(Address of principal executive offices) (Zip Code)  
Telephone Number: (510) 283-4573

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
None	None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock  
(Title of Class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K ((S) 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

At December 11, 1996, the aggregate market value of the registrant's Common Stock and Class B Stock held by non-affiliates of the registrant was approximately \$243,820,529 and \$275,378, respectively.

At December 11, 1996, the number of shares outstanding of registrant's Common Stock was 12,607,290. In addition, on such date the registrant had outstanding 1,865,939 shares of its Class B Stock which is convertible into Common Stock on a share-for-share basis.

DOCUMENTS INCORPORATED BY REFERENCE

None.

Item 10 of the Annual Report filed pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended September 28, 1996 is hereby amended in full as follows:

Item 10 - Directors and Executive Officers of the Registrant

IDENTIFICATION 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.

Set forth below is certain information concerning the nominees which is based on data furnished by them.

<TABLE>  
<CAPTION>  
SERVED AS

DIRECTOR NOMINEES FOR DIRECTOR SINCE	AGE	BUSINESS EXPERIENCE DURING PAST FIVE YEARS AND OTHER INFORMATION	
-----	---	-----	-----
<S>	<C>	<C>	
<C>			
William E. Brown..... 1980	55	Chairman of the Board and Chief Executive Officer since 1980.	
Glenn W. Novotny..... 1990	49	President since June 1990. Prior to June 1990, Mr. Novotny was with Weyerhaeuser Corporation in a variety of capacities.	
Lee D. Hines, Jr. .... 1992	50	Chief Operating Officer of Promotions Distributor Services Corporation  (telemarketing, distribution and fulfillment company servicing the entertainment industry) since November 1996. From June 1993 to November 1996, Mr. Hines was a self-employed consultant. From April 1991 until June 1993, Mr. Hines was Executive Vice President and Chief Financial Officer of the Company. From May 1990 to April 1991, Mr. Hines was President and Chief Executive officer of International Tropic-Cal, Inc. (designer and marketer of sunglasses and hair accessories).	
Daniel Hogan..... 1993	68	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.	

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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 shareholders 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 October 1, 1995 to September 28, 1996 all filing requirements applicable to its officers, directors, and greater than ten-percent beneficial owners were complied with.

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Item 11 of the Annual Report filed pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended September 28, 1996 is hereby amended in full as follows:

Item 11 - Executive Compensation

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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 1994, 1995 and 1996 is set forth below.

SUMMARY COMPENSATION TABLE

<TABLE>  
<CAPTION>

Name and Principal Position	Year(1)	Annual Compensation			Long Term Compensation Awards		All Other Compensation(\$)
		Salary(\$)	Bonus(\$)	Other Annual Compensation (\$)	Restricted Stock Awards(#)	Securities Underlying Options(#)	
-----	-----	-----	-----	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>							
William E. Brown	1996	\$300,000	--	--	--	30,000	--
Chairman and Chief	1995	\$200,000	--	--	--	--	--
Executive Officer	1994	\$200,000	--	--	--	--	--
Glenn W. Novotny	1996	\$257,908	\$15,000	--	--	30,000	--
President	1995	\$199,841	--	--	--	37,000	--
	1994	\$207,295	--	\$38,036(2)	--	9,487	--

Neill J. Hines	1996	\$160,656	--	--	--	10,000	--
Executive Vice President	1995	\$103,508	--	--	--	21,000	--
	1994	\$132,538	--	--	--	5,128	--
Robert B. Jones	1996	\$118,165	--	--	--	10,000	--
Vice President, Chief	1995	\$ 90,896	--	--	--	21,000	--
Financial Officer	1994	\$112,000	\$25,000	--	10,000 (3)	--	--

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- (1) In July 1995, the Company changed its fiscal year end to be the last Saturday in September; as a result the fiscal year ending September 30, 1995 ("fiscal 1995") was a nine month period.
  - (2) Includes for 1994, reimbursement to Mr. Novotny of moving expenses in the amount of \$30,456. While the named executive officers enjoy certain perquisites, for fiscal years 1994, 1995 and 1996 these did not exceed the lesser of \$50,000 or 10% of each officer's salary and bonus.
  - (3) The fair market value of these shares on the grant date was \$107,500. The fair market value on the grant date, however is not necessarily indicative of the restricted stock's real value, which is impossible to determine until the vesting date; it is at this point that executives recognize income on the stock and must pay taxes on it. As of the end of fiscal 1996, the aggregate restricted stock holdings for such executive officer consisted of 10,000 shares worth \$207,500 at the then-current fair market value (as represented by the closing price of the Company's Common Stock on September 27, 1996), without giving effect to the diminution of value attributable to the restrictions on such stock. Dividends are paid on the restricted shares to the extent payable on the Company's Common Stock generally.

The following table sets forth certain information regarding stock options granted during fiscal 1996 to the executive officers named in the foregoing Summary Compensation Table. None of such persons received awards of stock appreciation rights during fiscal 1996.

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OPTIONS GRANTS IN LAST FISCAL YEAR

<TABLE>  
<CAPTION>

Realizable	Individual Grants				Potential	
	Number of Securities	Percent of Total Options	Exercise Base Price	Expiration	Value at Assumed Annual Rates of Price Appreciation	
Stock for	Underlying Options	Granted to Employees in Fiscal Year	(\$/Sh) (2)	Date	Option Term(3)	
-- Name	Granted (#) (1)	Fiscal Year	(\$/Sh) (2)	Date	5% (\$)	10% (\$)
-----	-----	-----	-----	-----	-----	---
<S>	<C>	<C>	<C>	<C>	<C>	<C>
William E. Brown.....	30,000	6.5%	\$18.125	7/24/02	\$150,228	\$331,964
Glenn W. Novotny.....	30,000	6.5%	\$18.125	7/24/02	\$150,228	\$331,964
Neill J. Hines.....	10,000	2.2%	\$18.125	7/24/02	\$ 50,076	
\$110,655						
Robert B. Jones.....	10,000	2.2%	\$18.125	7/24/02	\$ 50,076	
\$110,655						

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- (1) All options granted in fiscal 1996 are exercisable in full, commencing one year prior to expiration. 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.

There were no option exercises during fiscal 1996 by any of the executive officers listed. The following table sets forth certain information with

respect to stock options held by each of the Company's executive officers as of September 28, 1996.

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

<TABLE>  
<CAPTION>

Name	Number of Unexercised Options at FY-End(#)	Value of Unexercised In-the-Money Options at FY-End(\$)
	----- Exercisable/ Unexercisable -----	----- Exercisable/ Unexercisable -----
<S>	<C>	<C>
William E. Brown.....	0/30,000	0/\$ 78,750
Glenn W. Novotny.....	10,360/77,360	\$113,960/\$702,250
Neill J. Hines.....	5,718/36,718	\$ 62,898/\$381,600
Robert B. Jones.....	530/31,530	\$ 5,830/\$381,600

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Item 12 of the Annual Report filed pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended September 28, 1996 is hereby amended in full as follows:

Item 12 - Security Ownership of Certain Beneficial Owners and Management

OWNERSHIP OF MANAGEMENT AND PRINCIPAL STOCKHOLDERS

The following table indicates, as to (i) each person who is known by the Company to own beneficially more than 5% of the outstanding shares of Common Stock and Class B Stock, (ii) each director, (iii) each named executive officer and (iv) all directors and executive officers as a group, the number of shares and percentage of the Company's stock beneficially owned as of December 27, 1996.

<TABLE>  
<CAPTION>

Beneficial Owner	Shares Beneficially Owned as of December 27, 1996		
	Number of Class B Shares	Number of Common Shares	Percent (1)
<S>	<C>	<C>	<C>
William E. Brown(2).....	1,806,359	--	12.5%
Putnam Investments(3).....	--	1,551,931(4)	10.7%
Warburg, Pincus Counsellors, Inc.(5).....	--	1,455,000(6)	10.0%
Edgemont Asset Management Corporation(7).....	--	1,000,000(4)	6.9%
Strong Capital Management, Inc.(8).....	--	776,475(4)	5.4%
Fidelity Management & Research Co.(9).....	--	735,800(4)	5.1%
Glenn W. Novotny.....	--	92,669(10)	*
Lee D. Hines, Jr.....	--	51,000	*
Daniel Hogan.....	--	6,000	*
Neill J. Hines.....	45,548	37,807(11)	*
Robert B. Jones.....	--	12,538(12)	*
All directors and officers as a group (six persons).....	1,851,907	200,014(13)	14.2%

</TABLE>

(\*) Less than 1%.

- (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.
- (2) The address of Mr. Brown is 3697 Mt. Diablo Boulevard, Lafayette, California 94549. Mr. Brown may be deemed to be a "control person" of the Company within the meaning of the rules and regulations of the Securities and Exchange Commission by reason of his stock ownership and positions with the Company.
- (3) The address of Putnam Investments is One Post Office Square, 12th Floor, Boston, Massachusetts 02109.
- (4) Based on a Schedule 13F filed with the Securities and Exchange Commission reflecting beneficial ownership as of September 30, 1996.
- (5) The address of Warburg, Pincus Counsellors, Inc. is 466 Lexington Avenue, New York, New York 10017.

- (6) Based on a Schedule 13G filed with the Company reflecting beneficial ownership as of November 30, 1996. Warburg, Pincus Counsellors, Inc. has the sole power to dispose of 1,451,900 shares of the Company's Common Stock. Warburg, Pincus Counsellors, Inc. serves as an investment advisor to many accounts which own shares of the Company's Common Stock. None of these accounts, individually own more than 5% of the Company's Common Stock.

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- (7) The address of Edgemont Asset Management Corporation is 140 East 45th Street, 43rd Floor, New York, New York 10017.
- (8) The address of Strong Capital Management, Inc. is 100 Heritage Reserve, Menominee Falls, Wisconsin 53051.
- (9) The address of Fidelity Management & Research Co. is 82 Devonshire Street, Boston, Massachusetts 02109-3614.
- (10) Includes 10,360 shares issuable upon exercise of outstanding options exercisable within 60 days of December 27, 1996.
- (11) Includes 5,718 shares issuable upon exercise of outstanding options exercisable within 60 days of December 27, 1996.
- (12) Includes 530 shares issuable upon exercise of outstanding options exercisable within 60 days of December 27, 1996.
- (13) Includes employee stock options exercisable within 60 days of December 27, 1996.

Item 13 of the Annual Report filed pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended September 28, 1996 is hereby amended in full as follows:

Item 13 - Certain Relationships and Related Transactions

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COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

Lee D. Hines, Jr., a member of the Board of Directors and the Audit and Compensation Committee, performed certain consulting services for the Company during fiscal 1996 for which he received compensation of \$40,000.

TRANSACTIONS WITH THE COMPANY

The Company leases a warehouse facility and certain related equipment in Visalia, California from Road 80 Investors, a California general partnership controlled by William E. Brown. In fiscal 1996, the Company paid approximately \$155,688 to Road 80 Investors under this lease.

On December 30, 1992, in connection with an acquisition, the Company issued a note in the amount of \$2.4 million payable in four equal annual installments commencing in 1994. The note bears interest at 1% per annum below prime rate. This indebtedness is secured by shares of Class B Stock owned by Mr. Brown.

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Signatures

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Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: January \_\_, 1997

CENTRAL GARDEN & PET COMPANY

By /s/ WILLIAM E. BROWN

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William E. Brown  
Chairman of the Board

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Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated.

<TABLE>

<CAPTION>

Signature

Capacity

Date

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<S>	<C>	<C>
/s/ WILLIAM E. BROWN	Chairman and Chief Executive	January __, 1997
- -----	Officer (Principal Executive	
William E. Brown	Officer	
/s/ ROBERT B. JONES	Vice President, Chief Financial	January __, 1997
- -----	Officer (Principal Financial	
Robert B. Jones	Officer and Principal Accounting	
	Officer)	
/s/ GLENN W. NOVOTNY	Director	January __, 1997
- -----		
Glenn W. Novotny		
/s/ DANIEL P. HOGAN, JR.	Director	January __, 1997
- -----		
Daniel P. Hogan, Jr.		
/s/ LEE D. HINES, JR.	Director	January __, 1997
- -----		
Lee D. Hines, Jr.		
</TABLE>		