

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K/A AMENDMENT NO. 2

[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  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.

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.

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 24, 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 ----
<S>	<C>	<C>
/s/ WILLIAM E. BROWN ----- William E. Brown	Chairman and Chief Executive Officer (Principal Executive Officer)	January 24, 1997
/s/ ROBERT B. JONES ----- Robert B. Jones	Vice President, Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	January 24, 1997
/s/ GLENN W. NOVOTNY ----- Glenn W. Novotny	Director	January 24, 1997
/s/ DANIEL P. HOGAN, JR. ----- Daniel P. Hogan, Jr.	Director	January 24, 1997
/s/ LEE D. HINES, JR. ----- Lee D. Hines, Jr.	Director	January 24, 1997

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