## SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

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FORM 8-K

## CURRENT REPORT PURSUANT TO SECTION 13 OF 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date	of	Report	(Date	of	earliest	event	reported)	January	28,	2002

Central Garden & Pet Company

(Exact name of registrant as specified in its charter)

Delaware 0-20242 68-0275553

(State or other jurisdiction (Commission File (IRS Employer of incorporation) Number) Identification No.)

Registrant's telephone number, including area code (925) 283-4573

Inapplicable

(Former name or former address if changed since last report)

Exhibit Index located on page 2

Item 5. Other Events

On January 28, 2002, Central Garden & Pet Company (the "Company") issued a press release announcing that it had settled its previously disclosed litigation with the Monsanto Company.

Item 7. Financial Statement and Exhibits

- (a) Not applicable
- (b) Not applicable
- (c) Exhibits

Number Exhibit

99.1 Press Release dated January 28, 2002.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CENTRAL GARDEN & PET COMPANY

By: /s/ P. Gregory Reams

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P. Gregory Reams, Treasurer

Dated: January 28, 2002

[LOGO OF CENTRAL GARDEN & PET]

Corporate Office 3697 Mt. Diablo Blvd., Suite 310 Lafayette, CA 94549 (925) 283-4573 Fax (925) 283-4984

FOR IMMEDIATE RELEASE

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Central Garden & Pet
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CENTRAL GARDEN & PET SETTLES LITIGATION

WITH MONSANTO

LAFAYETTE, CALIFORNIA, January 28, 2002-- Central Garden & Pet Company (NASDAQ: CENT) today announced the settlement of all litigation with Monsanto (NYSE: MON) related to its distributorship of lawn and garden products for the former Monsanto Company during the 1990s. Under the terms of the settlement agreement, Central will pay Monsanto \$5.5 million. The settlement agreement resolves payments due from Central for lawn and garden products previously shipped, and provides for Central's Pennington subsidiary to purchase \$2 million of Monsanto's glyphosate material during the next 30 months under an existing supply agreement with Monsanto. This settlement does not affect the litigation presently pending between Central and The Scotts Company.

Central Garden & Pet Company is a leading producer of consumer garden and pet products. Central's proprietary branded products include Pennington Seed(R), AMDRO(R), Maxide(R), Strike(R), Lilly Miller(R), Grant's(R), and Matthews(R) Four Seasons garden products, and All-Glass(R), Oceanic Systems(R), Island(R), Kaytee(R), TFH(R), Nylabone(R), Zodiac(R), and Four Paws(R) pet products. For additional information on Central Garden & Pet, including access to the Company's SEC filings, please visit the Company's website at

http://www.centralgardenandpet.com.

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