FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *- PENNINGTON BROOKS III				2. Issuer Name and Ticker or Trading Symbol						1	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(Last) (First) (Middle) 1280 ATLANTA HIGHWAY				CENTRAL GARDEN & PET COMPANY [CENT] 3. Date of Earliest Transaction (Month/Day/Year) 10/10/2003						_^_1	X Director						
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)						_X_ For	6. Individual or Joint/Group FilingCheck Applicable Line) _X_Form filed by One Reporting Person						
MADISON, GA 30650												Form filed by More than One Reporting Person					
(City)		(State)	(Zip)	Table I - Non-Derivative Securities Acquir							, , , ,						
1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Ye		Date	Execution Date, if C		Code (Instr	(Instr. 8)		Disposed of (D) (Instr. 3, 4 and 5) (A) or		Own Tran	Owned Following Reported Transaction(s) (Instr. 3 and 4)		Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common S	Stock		10/10/2003			Co N		7,333	1	Price \$15.62:	5 195	,280			(Instr. 4) D		
Common S			10/10/2003			S		7,333		\$26.802		<u>'</u>			D D		
Common S	Stock										961				I	By L.P. (3)	
Common S	Stock										79,0)40			I	By L.P. (4)	
Common S	Stock										6,93	8			I	By spouse (5)	
Reminder: Ro	eport on a sep	parate line for each	class of securities b	- Deriva	tive Sec	urities A	Po in a a	ersons we this for currently	n are no / valid O l of, or Be	t require MB cont	ed to res trol nun	spond ur iber.		on containe form displa		C 1474 (9-02)	
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	Transaction of Expi Code Derivative (Mor			6. Date Expirat	ate Exercisable and 7. T iration Date of U oth/Day/Year) Sect			Underlying Derivative Security		Derivative	f 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Owner Form of Deriva Securit Direct or Indi	tive Owners (Instr. 4) (D) rect	
				Code	V (A) (D)	Date Exercis	able	Expiration Date	on Tit	ile	Amount or Number of Shares					
Employee Stock Option (right to buy)	\$15.625	10/10/2003		М			3 12/10	′2001 <mark>©</mark>	12/10/2	20021	ommon Stock	7,333	\$ 0	26,667	D		

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
PENNINGTON BROOKS III 1280 ATLANTA HIGHWAY MADISON, GA 30650			Pres. & CEO - Pennington Seed				

Signatures

/s/ Brooks M. Pennington III	10/10/2003	

**Signature of Reporting Person	Date			

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 10b5-1(c)(1) of the Securities Exchange Act of 1934, as amended.
- (2) Shares sold through sales plan pursuant to Rule 10b5-1(c)(1) under the Securities Exchange Act of 1934, as amended.
- (3) Mr. Pennington holds these shares as President of Pennington Management Company LLC, General Partner of Pennington Partners, L.P.
- (4) By BPCB Partners L.P. The general managing partner of BPCB Partners L.P. is BPCB Management Company, LLC ("BPCBLLC"), and 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.
- (5) Mr. Pennington disclaims beneficial ownership of 6,938 shares of Central Garden & Pet Company common stock owned by his spouse.
- (6) One-third of the granted options vested on December 10, 2001, one-third vested on December 10, 2002, and the remaining options will vest on December 10, 2003.

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.