

(Print or Type Responses)

| | | | | | | | | | | |
|--|---|---|---|---|--|------------|---|--|---|--|
| 1. Name and Address of Reporting Person * PENNINGTON BROOKS III | | | 2. Issuer Name and Ticker or Trading Symbol CENTRAL GARDEN & PET COMPANY [CENT] | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Pres. & CEO - Pennington Seed | | | |
| (Last) (First) (Middle) 1280 ATLANTA HIGHWAY | | | 3. Date of Earliest Transaction (Month/Day/Year) 11/03/2003 | | | | | | | |
| (Street) MADISON, GA 30650 | | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | | |
| (City) (State) (Zip) | | | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | |
| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 11/03/2003 | | M | | 750 | A (1) | \$6.81 | 188,697 | D | |
| Common Stock | 11/03/2003 | | S | | 2,265 | D (2) | \$27.6387 | 186,432 | D | |
| Common Stock | 11/03/2003 | | S | | 7,157 | D (3) | \$27.6387 | 954,087 | I | By L.P. (4) |
| Common Stock | 11/03/2003 | | S | | 600 | D (5) | \$27.6387 | 78,440 | I | By L.P. (6) |
| Common Stock | | | | | | | | 6,938 | I | By spouse (7) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | | |
|---|--|---|---|-----------------------------------|---|--|-----|---|-----------------|--|----------------------------|---|---|---|---|
| 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) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | | | | | | | | | | | | |
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Employee Stock Option (right to buy) | \$6.81 | 11/03/2003 | | M | | | 750 | 07/02/2003 | 07/02/2004 | Common Stock | 750 | \$ 0 | 14,250 | D | |

Reporting Owners

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

Signatures

| | | |
|--|--|---------------------|
| /s/ Brooks M. Pennington III | | 11/04/2003 |
| <small>**Signature of Reporting Person</small> | | <small>Date</small> |

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) Shares sold through sales plan pursuant to Rule 10b5-1(c)(1) under the Securities Exchange Act of 1934, as amended.
- (4) Mr. Pennington holds these shares as President of Pennington Management Company LLC, General Partner of Pennington Partners, L.P.
- (5) Shares sold through sales plan pursuant to Rule 10b5-1(c)(1) under the Securities Exchange Act of 1934, as amended.
- (6) 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.
- (7) Mr. Pennington disclaims beneficial ownership of 6,938 shares of Central Garden & Pet Company common stock owned by his spouse.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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