FORM 4

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

OMB APPROVAL
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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

(Print or Typ	e Responses)																
1. Name and Address of Reporting Person* PENNINGTON BROOKS III				2. Issuer Name and Ticker or Trading Symbol CENTRAL GARDEN & PET COMPANY [CENT]							1	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
(Last) (First) (Middle) 1280 ATLANTA HIGHWAY				3. Date of Earliest Transaction (Month/Day/Year) 01/12/2004								X_Officer (give title below) Other (specify below) Pres. & CEO - Pennington Seed					
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)										Filing(Check	Applicable Lir	ne)	
MADISON, GA 30650												_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City))	(State)	(Zip)	Table I - Non-Derivative Securities Acqui							uired, D	red, Disposed of, or Beneficially Owned					
1.Title of Se (Instr. 3)	1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, it any (Month/Day/Year			(Instr. 8)		4. Securities Acquired (A) of Disposed of (D) (Instr. 3, 4 and 5)		Own Trans	r 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership		
				(World) I	Jay/ I	(ar)	Cod	e V	Amoun	(A) or (D)	Price	(msu	. 3 and 4)			or Indirect (I) (Instr. 4)	
Common	Stock		01/12/2004				M		6,000		\$15.62	5 178,	,747			D	
Common	Stock		01/12/2004		S			6,000	D ⁽²⁾	\$28.57	72 172	,747			D		
Common	Stock											889	,444			I	By L.P. (3)
Common	Stock											73,0	40			I	By L.P. (4)
Common	Stock											6,93	8			I	By spouse ⁽⁵⁾
Reminder: R	eport on a se	parate line for each	class of securities b					Pe in a c	ersons w this for currently		t require MB con	ed to res trol num	pond ur ber.		n containe orm displa		C 1474 (9-02)
1. Title of 2. 3. Transaction 3A. Deemed		(e.g., puts, calls, wa 4. 5. Num f Transaction of Deriva r) (Instr. 8) Securit Acquir (A) or Dispos of (D)		warran fumber ivative urities juired or posed D) tr. 3, 4,	umber 6. Date Exc Expiration (Month/Da urities uired prossed D) r. 3, 4,		on Date of U Day/Year) Sect		Title and Underlyi curities	nderlying Derivative		9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Owner Form of Deriva Securi Direct or Indi	tive Ownersl ty: (Instr. 4) (D) rect			
				Code	V	(A)	(D)	Date Exercise	able	Expiration Date	On Tit	le	Amount or Number of Shares				

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	01/13/2004	

**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 vested 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.