FORM 4

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

OMB APPROVAL
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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

(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]						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) 10/11/2004						X Officer (give title below) Other (specify below) Pres. & CEO - Pennington Seed						
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person)	
MADISO	N, GA 306										Form filed by Me	ore than One Ro	eporting Person		
(City))	(State)	(Zip)	Table I - Non-Derivative Securities Acqu						ired, Disposed of, or Beneficially Owned					
1.Title of Se (Instr. 3)	cle of Security r. 3) 2. Transaction Date (Month/Day/Yea		2A. Deemed Execution Date any (Month/Day/Y	e, if Cod	(Instr. 8)		4. Securities Acc (A) or Disposed (Instr. 3, 4 and 5		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		or Indirect	Beneficial Ownership		
					C	ode	V	Amount	(A) or (D)	Price				(I) (Instr. 4)	
Common	Stock										71,800			I	By L.P.
Common	Stock										73,040			I	By L.P.
Common Stock										6,938			I	By spouse (3)	
Common	Stock										7,604			I	By LLC
Common	Stock		10/11/2004			M		7,334	A (5)	\$ 15.625	382,591			D	
Common	Stock		10/11/2004			S		1,000	D <u>(6)</u>	\$ 30.8	381,591			D	
Common	Stock		10/11/2004			S		100	D	\$ 30.78	381,491			D	
Common	Stock		10/11/2004			S		1,100	D	\$ 30.75	380,391			D	
Common	Stock		10/11/2004			S		2,000	D	\$ 30.73	378,391			D	
Common Stock 10/11/2004				S		800	D	\$ 30.72	377,591			D			
Common Stock 10/11/2004		10/11/2004			S		1,000	D	\$ 30.69	376,591			D		
Common	Stock		10/11/2004			S		500	D	\$ 30.65	376,091			D	
Common Stock 10/11/2004		10/11/2004			S		500	D	\$ 30.62	375,591			D		
Common	Stock		10/11/2004			S		334	D	\$ 30.58	375,257			D	
Damindar: D	anort on a ca	parate line for each o	place of cocurities ha	neficially owned	l directly	or indi	ectly			•					
Remnider. R	teport on a se	parate fine for each c	dass of securities be	nericially owner	directly		Perso	ons who			e collection of				1474 (9-02)
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			Table II	- Derivative Sec							Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year)	Transaction of Code Do (Instr. 8) Se (A (A Di of (In	Number	6. Da Expir	te Exe	ercisable a		7. T of U Seco	ritle and Amount Underlying urities tr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Owners Form of Derivat Security Direct (or Indir	Owners y: (Instr. 4 D) ect

			Code	V	(A)			Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$ 15.625	10/11/2004	M			7,334	12/10/2001 ⁽⁷⁾	12/10/2004	Common Stock	7,334	\$ 0	0	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. Penning	ton III	10/12/2004
**Signature of Reporting Pers	son	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).
- By Pennington Partners, L.P., in which Mr. Pennington has a partnership interest. Mr. Pennington is the President of Pennington Management Company II, LLC, the general partner of Pennington Partners, L.P. Mr. Pennington disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (2) 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.
- (3) Mr. Pennington disclaims beneficial ownership of 6,938 shares of Central Garden & Pet Company common stock owned by his spouse.
- (4) By Pennington Management Company II, LLC, in which Mr. Pennington has an ownership interest. Mr. Pennington is the President of Pennington Management Company II, LLC. Mr. Pennington disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (5) Options exercised through sales plan pursuant to Rule 10b5-1(c)(1) of the Securities Exchange Act of 1934, as amended.
- (6) Sale (and all sales reported in this Form 4) effected through sales plan pursuant to Rule 10b5-1(c)(1) of the Securities Exchange Act of 1934, as amended.
- (7) 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.