

# 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 Type Responses)

1. Name and Address of Reporting Person * <b>PENNINGTON BROOKS III</b>			2. Issuer Name and Ticker or Trading Symbol <b>CENTRAL GARDEN &amp; PET COMPANY [CENT]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Pres. &amp; CEO - Pennington Seed</b>		
(Last) <b>1280 ATLANTA HIGHWAY</b>	(First) <b></b>	(Middle) <b></b>	3. Date of Earliest Transaction (Month/Day/Year) <b>11/03/2004</b>			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		
(Street) <b>MADISON, GA 30650</b>			4. If Amendment, Date Original Filed (Month/Day/Year)					
(City) <b></b>	(State) <b></b>	(Zip) <b></b>	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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	11/03/2004		S	(1)	26,172	D	\$ 36.3087	0	I	By L.P. (4)
Common Stock	11/03/2004		S		2,187	D	\$ 36.3087	67,040	I	By L.P. (7)
Common Stock	11/03/2004		S		5,541	D	\$ 36.3087	360,057	D	
Common Stock								6,938	I	By Spouse (10)
Common Stock								7,604	I	By LLC (11)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

**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					

## 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
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## Signatures

/s/ Brooks M. Pennington III	11/04/2004
**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) Sale (and all sales reported in this Form 4) effected through sales plan(s) pursuant to Rule 10b5-1(c)(1) of the Exchange Act of 1934, as amended.
- (2) Reflects total shares sold by holder on date indicated. See Exhibit 99.1 for details of individual trade executions.
- (3) Reflects average price of all shares sold by holder on date indicated. See Exhibit 99.1 for details of individual trade executions.
- (4) 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.
- (5) Reflects total shares sold by holder on date indicated. See Exhibit 99.2 for details of individual trade executions.
- (6) Reflects average price of all shares sold by holder on date indicated. See Exhibit 99.2 for details of individual trade executions.
- (7) 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.
- (8) Reflects total shares sold by holder on date indicated. See Exhibit 99.3 for details of individual trade executions.
- (9) Reflects average price of all shares sold by holder on date indicated. See Exhibit 99.3 for details of individual trade executions.
- (10) Mr. Pennington disclaims beneficial ownership of 6,938 shares of Central Garden & Pet Company common stock owned by his spouse.
- (11) 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.

### Remarks:

#### Exhibit List

99.1 -- Details of Sale Transactions on November 3, 2004 by Pennington Partners, L.P.

99.2 -- Details of Sale Transactions on November 3, 2004 by BPCB Partners L.P.

99.3 -- Details of Sale Transactions on November 3, 2004 by Brooks M. Pennington III

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.

Exhibit 99.1

All transactions listed below relate to sales of Common Stock of Central Garden & Pet Company on November 3, 2004 by Pennington Partners, L.P.

Shares

Sold	Price	Shares	Beneficially Owned After Transaction
154	36.56	26,018	
77	36.50	25,941	
1,158	36.49	24,783	
540	36.48	24,243	
618	36.47	23,625	
1,668	36.45	21,957	
78	36.43	21,879	
618	36.42	21,261	
772	36.41	20,489	
232	36.40	20,257	
618	36.39	19,639	
232	36.38	19,407	
1,390	36.37	18,017	
1,621	36.36	16,396	
617	36.35	15,779	
617	36.33	15,162	
849	36.30	14,313	
77	36.29	14,236	
463	36.28	13,773	
154	36.27	13,619	
463	36.26	13,156	
9,681	36.25	3,475	
232	36.19	3,243	
78	36.18	3,165	
1,776	36.16	1,389	
1,312	36.15	77	
77	36.14	0	

Exhibit 99.2

All transactions listed below relate to sales of Common Stock of Central Garden & Pet Company on November 3, 2004 by BPCB Partners, L.P.

Shares

Sold	Price	Shares	Beneficially Owned After Transaction
13	36.56	69214	
6	36.50	69208	
97	36.49	69111	
46	36.48	69065	
52	36.47	69013	
139	36.45	68874	
6	36.43	68868	
51	36.42	68817	
65	36.41	68752	
19	36.40	68733	
51	36.39	68682	
19	36.38	68663	
116	36.37	68547	
135	36.36	68412	
52	36.35	68360	
52	36.33	68308	
71	36.30	68237	
7	36.29	68230	
39	36.28	68191	
13	36.27	68178	
39	36.26	68139	
809	36.25	67330	
19	36.19	67311	
6	36.18	67305	
148	36.16	67157	
110	36.15	67047	
7	36.14	67040	

Exhibit 99.3

All transactions listed below relate to sales of Common Stock of Central Garden & Pet Company on November 3, 2004 by Brooks Pennington III.

Shares

Sold	Price	Shares	Beneficially Owned After Transaction
33	36.56	365565	
17	36.50	365548	
245	36.49	365303	
114	36.48	365189	
130	36.47	365059	
353	36.45	364706	
16	36.43	364690	
131	36.42	364559	
163	36.41	364396	
49	36.40	364347	
131	36.39	364216	
49	36.38	364167	
294	36.37	363873	
344	36.36	363529	
131	36.35	363398	
131	36.33	363267	
180	36.30	363087	
16	36.29	363071	
98	36.28	362973	
33	36.27	362940	
98	36.26	362842	
2,050	36.25	360792	
49	36.19	360743	
16	36.18	360727	
376	36.16	360351	
278	36.15	360073	
16	36.14	360057	