longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

# Washington, D.C. 20549

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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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)

MADISON, GA 30650 (City) (State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned		
(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 _Form filed by More than One Reporting Person	
1280 ATLANTA HIGHWAY	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/22/2004	X_Officer (give title below)Other (specify below) Pres. & CEO - Pennington Seed	
1. Name and Address of Reporting Person * PENNINGTON BROOKS III		2. Issuer Name and Ticker or Trading Symbol CENTRAL GARDEN & PET CO [CENT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X_Director 10% Owner	

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		(Instr. 8)		4. Securities Acquired (A) or Disposed of (D (Instr. 3, 4 and 5)		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Form:	7. Nature of Indirect Beneficial Ownership
		(Month/Day/Year)	Code	V	Amount	unt (A) or (D) Price		(Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock	12/22/2004		M <sup>(1)</sup>		12,500	A	\$ 7.54	372,557	D	
Common Stock	12/22/2004		S <sup>(5)</sup>		281	D	\$ 40.75	372,276	D	
Common Stock	12/22/2004		S		100	D	\$ 40.7	372,176	D	
Common Stock	12/22/2004		S		1,100	D	\$ 40.65	371,076	D	
Common Stock	12/22/2004		S		2,000	D	\$ 40.59	369,076	D	
Common Stock	12/22/2004		S		1,367	D	\$ 40.58	367,709	D	
Common Stock	12/22/2004		S		503	D	\$ 40.57	367,206	D	
Common Stock	12/22/2004		S		230	D	\$ 40.56	366,976	D	
Common Stock	12/22/2004		S		500	D	\$ 40.55	366,476	D	
Common Stock	12/22/2004		S		1,019	D	\$ 40.5	365,457	D	
Common Stock	12/22/2004		S		16	D	\$ 40.48	365,441	D	
Common Stock	12/22/2004		S		774	D	\$ 40.47	364,667	D	
Common Stock	12/22/2004		S		681	D	\$ 40.45	363,986	D	
Common Stock	12/22/2004		S		400	D	\$ 40.44	363,586	D	
Common Stock	12/22/2004		S		10	D	\$ 40.43	363,576	D	
Common Stock	12/22/2004		S		1,100	D	\$ 40.42	362,476	D	
Common Stock	12/22/2004		S		1,600	D	\$ 40.4	360,876	D	
Common Stock	12/22/2004		S		819	D	\$ 40.37	360,057	D	
Common Stock								67,040	I	By L.P.
Common Stock								6,938	I	By Spouse (3)
Common Stock								7,604	I	By LLC

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.

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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	2.	3. Transaction	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transaction	of Derivative	Expiration Date	of Underlying	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code	Securities	(Month/Day/Year)	Securities	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		(Instr. 3 and 4)	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative				or Disposed				Owned	Security:	(Instr. 4)
	Security				of (D)				Following	Direct (D)	
					(Instr. 3, 4,				Reported	or Indirect	
					and 5)				Transaction(s)	(I)	
									(Instr. 4)	(Instr. 4)	

			Code	V	(A)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$ 7.54	12/22/2004	M			12,500	07/22/2004	07/22/2005	Common Stock	12,500	\$ 0	25,000	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	12/27/2004
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) By BPCB Partners L.P. The general managing partner of BPCB L.P. is BPCB Management Company LLC ("BPCBLLC"), and Mr. Pennington is the sole member of BPCBLLC. Mr. Pennington disclaims 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 the Issuer's 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) Sale (and all sales reported in this table) effected under sales plan pursuant to Rule 10b5-1(c)(1) of the Securities Exchange Act of 1934, as amended.

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.