

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 * 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) <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) 1280 ATLANTA HIGHWAY	(First) 	(Middle) 	3. Date of Earliest Transaction (Month/Day/Year) 08/09/2005		
(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								239,550	D	
Common Stock	08/09/2005		S		9,000 (4)	D	\$ 53.3241 (5)	58,040	I	By L.P. (1)
Common Stock								6,938	I	By Spouse (2)
Common Stock								7,604	I	By LLC (3)
Common Stock	08/10/2005		S		9,000 (6)	D	\$ 52.8909 (7)	49,040	I	By L.P. (8)

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 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		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/ By Stacey Cook, as Attorney-in-Fact for Brooks M. Pennington III	08/11/2005
<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) 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.
- (2) Mr. Pennington disclaims beneficial ownership of 6,938 shares of the Issuer's common stock owned by his spouse.
- (3) 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.
- (4) Reflects total shares sold by the Reporting Person on the date indicated. See Exhibit 99.1 for details of individual trade executions.
- (5) Reflects weighted average price of total shares sold by the Reporting Person on the date indicated. See Exhibit 99.1 for details of individual trade executions.
- (6) Reflects total shares sold by the Reporting Person on the date indicated. See Exhibit 99.2 for details of individual trade executions.
- (7) Reflects weighted average price of total shares sold by the Reporting Person on the date indicated. See Exhibit 99.2 for details of individual trade executions.
- (8) 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.

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 August 9, 2005 by Brooks M. Pennington III.

Sold Shares	Price	Shares Beneficially Owned After Transaction
100	53.38	66,940
200	53.38	66,740
200	53.38	66,540
200	53.35	66,340
200	53.35	66,140
100	53.35	66,040
500	53.33	65,540
300	53.33	65,240
500	53.33	64,740
200	53.33	64,540
100	53.33	64,440
100	53.31	64,340
200	53.31	64,140
100	53.31	64,040
100	53.35	63,940
200	53.35	63,740
600	53.35	63,140
1,000	53.35	62,140
100	53.35	62,040
100	53.25	61,940
200	53.25	61,740
100	53.25	61,640
200	53.25	61,440
200	53.25	61,240
200	53.25	61,040
100	53.25	60,940
200	53.25	60,740
100	53.25	60,640
100	53.25	60,540
100	53.25	60,440
100	53.25	60,340
260	53.25	60,080
40	53.25	60,040
200	53.35	59,840
200	53.35	59,640
200	53.35	59,440
400	53.35	59,040
400	53.35	58,640
400	53.35	58,240
200	53.35	58,040

Exhibit 99.1

All transactions listed below relate to sales of Common Stock of Central Garden & Pet Company on August 10, 2005 by Brooks M. Pennington III.

Sold Shares	Price	Shares Beneficially Owned After Transaction
300	53.02	57,740
70	53.01	57,670
100	53.01	57,570
100	53.01	57,470
200	53.01	57,270
300	53.01	56,970
100	53.01	56,870
100	53.01	56,770
100	53.01	56,670
100	53.01	56,570
100	53.01	56,470
100	53.01	56,370
300	53.01	56,070
50	53.00	56,020
400	53.00	55,620
1,000	53.00	54,620
100	53.00	54,520
400	53.00	54,120
50	53.00	54,070
30	52.85	54,040
3,000	52.80	51,040
100	52.80	50,940
194	52.80	50,746
282	52.80	50,464
100	52.80	50,364
1,000	52.80	49,364
324	52.80	49,040