

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(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) 08/03/2006		
(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	08/03/2006		M ⁽¹⁾		12,000	A	\$ 12.8	221,950	D	
Common Stock	08/03/2006		S ⁽²⁾		12,000 ⁽⁶⁾	D	\$ 47.0743 ⁽⁷⁾	209,950	D	
Common Stock								49,040	I	By L.P. ⁽³⁾
Common Stock								6,938	I	By Spouse ⁽⁴⁾
Common Stock								7,604	I	By LLC ⁽⁵⁾

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						Title
Employee Stock Option (right to buy)	\$ 12.8	08/03/2006		M		12,000		08/02/2006	08/02/2010	Common Stock	12,000	\$ 0	0	D	

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	

Signatures

/s/ Brooks Pennington III	08/03/2006
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) 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.
- (3) 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.
- (4) Mr. Pennington disclaims beneficial ownership of 6,938 shares of the Issuer's common stock owned by his spouse.
- (5) 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.
- (6) Reflects total shares sold by the Reporting Person on the date indicated. See Exhibit 99.1 for details of individual trade executions.
- (7) Reflects weighted average price of total shares sold by Reporting Person on the date indicated. See Exhibit 99.1 for details of individual trade executions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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All transactions listed below relate to sales of Common Stock of Central Garden & Pet Company on August 3, 2006.

SHARES PRICE SHARES BENEFICIALLY OWNED AFTER TRANSACTION

100	44.01	221850
100	43.95	221750
100	43.93	221650
100	43.91	221550
100	43.88	221450
300	43.85	221150
100	43.84	221050
300	43.83	220750
400	43.82	220350
400	43.81	219950
300	43.79	219650
100	43.76	219550
500	43.75	219050
100	43.72	218950
100	43.68	218850
100	43.67	218750
100	43.59	218650
100	43.48	218550
100	43.46	218450
100	43.42	218350
500	43.36	217850
100	43.32	217750
100	43.31	217650
100	43.28	217550
100	43.25	217450
300	43.22	217150
400	43.19	216750
100	43.17	216650
200	43.14	216450
200	43.08	216250
100	43.04	216150
200	43.02	215950
200	43.01	215750
300	43.00	215450
200	42.99	215250
100	42.95	215150
200	42.94	214950
100	42.93	214850
100	42.92	214750
1100	42.90	213650
300	42.89	213350
100	42.88	213250
100	42.87	213150
200	42.86	212950
300	42.85	212650
100	42.80	212550
100	42.76	212450
300	42.75	212150
100	42.74	212050
200	42.73	211850
213	42.69	211637
100	42.67	211537
200	42.66	211337
87	42.64	211250
100	42.51	211150
100	42.34	211050
100	42.00	210950
100	41.94	210850
100	41.86	210750
100	41.82	210650
100	41.63	210550
100	41.56	210450
100	41.53	210350
200	41.26	210150
100	40.95	210050
100	40.91	209950