

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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 type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) 1280 ATLANTA HIGHWAY	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/08/2007					
(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	01/08/2007		S(1)		12,500(5)	D	\$ 47.0759(6)	184,950	D	
Common Stock								49,040	I	By L.P. (2)
Common Stock								6,938	I	By Spouse (3)
Common Stock								7,604	I	By LLC (4)

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			

Signatures

/s/ Brooks Pennington III		01/08/2007
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 table) effected under 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 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 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) Reflects total shares sold by the Reporting Person on the date indicated. See Exhibit 99.1 for details of individual trade executions.
- (6) 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.

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.

All transactions listed below relate to sales of Common Stock of Central Garden & Pet Company on January 8, 2007.

SHARES PRICE SHARES BENEFICIALLY OWNED AFTER TRANSACTION

100	47.55	197,350
100	47.54	197,250
500	47.51	196,750
400	47.50	196,350
100	47.48	196,250
200	47.45	196,050
100	47.43	195,950
200	47.40	195,750
300	47.39	195,450
1,100	47.37	194,350
700	47.36	193,650
100	47.34	193,550
200	47.33	193,350
300	47.32	193,050
100	47.31	192,950
300	47.30	192,650
100	47.27	192,550
100	47.25	192,450
200	47.24	192,250
100	47.23	192,150
100	47.21	192,050
500	47.20	191,550
100	47.19	191,450
600	47.18	190,850
200	47.17	190,650
200	47.16	190,450
100	47.14	190,350
63	47.13	190,287
237	47.12	190,050
100	47.10	189,950
400	47.09	189,550
363	47.08	189,187
100	47.07	189,087
337	47.03	188,750
200	46.99	188,550
100	46.97	188,450
200	46.93	188,250
100	46.91	188,150
200	46.90	187,950
200	46.88	187,750
100	46.84	187,650
200	46.83	187,450
100	46.82	187,350
200	46.71	187,150
100	46.63	187,050
100	46.59	186,950
300	46.58	186,650
100	46.57	186,550
200	46.51	186,350
100	46.45	186,250
200	46.44	186,050
200	46.32	185,850
300	46.31	185,550
100	46.29	185,450
100	46.23	185,350
100	46.19	185,250
200	46.13	185,050
100	46.07	184,950