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

FORM 8-K

CURRENT REPORT

Pursuant To Section 13 Of 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) November 18, 2004

Central Garden & Pet Company

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-20242
(Commission File Number)

68-0275553
(IRS Employer
Identification No.)

1340 Treat Boulevard, Suite 600, Walnut Creek, California
(Address of principal executive offices)

94597
(Zip Code)

Registrant's telephone number, including area code (925) 948-4000

(Former name or former address if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02 Results of Operations and Financial Condition.

On November 18, 2004, Central Garden & Pet Company issued a press release announcing its financial results for the quarter and fiscal year ended September 25, 2004. A copy of the press release is attached as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

Exhibit 99.1 Press release dated November 18, 2004.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CENTRAL GARDEN & PET COMPANY

By: /s/ Stuart W. Booth

Stuart W. Booth
Vice President and Chief Financial Officer

Dated: November 18, 2004

FOR IMMEDIATE RELEASE

Contact: Paul Warburg
Central Garden & Pet
925.948.3686

**CENTRAL GARDEN & PET ANNOUNCES RECORD FOURTH QUARTER AND FULL
YEAR RESULTS FOR FISCAL 2004**

*19% Net Income Growth for the Full Year; 13% Growth for the Quarter
15% Increase in EPS for the Full Year; 9% for the Quarter*

WALNUT CREEK, CALIFORNIA, November 18, 2004 –Central Garden & Pet Company (NASDAQ: CENT) today announced record fourth quarter and full year results for its fiscal year ended September 25, 2004.

For the fourth quarter of fiscal 2004 the Company reported net sales of \$310.8 million, up 21% from \$257.4 million in the comparable 2003 period. Net income for the quarter increased 13% to a record \$5.2 million, or \$0.25 per diluted share, from \$4.6 million, or \$0.23 per diluted share, in the year ago period. Depreciation and amortization for the quarter was \$4.9 million compared to \$4.6 million in the year ago period.

Net sales for fiscal year 2004 were \$1.27 billion, an increase of 11% from \$1.15 billion in fiscal 2003. Net income for the year increased 19% to a record \$41.3 million from \$34.6 million in the prior year. Diluted earnings per share were \$1.99, a 15% increase over the prior year. Depreciation and amortization for the year was \$18.5 million compared to \$17.9 million in the prior year.

“The strong results for the quarter conclude a solid year for our company,” noted Glenn Novotny, President and Chief Executive Officer of Central Garden and Pet. “We produced record results and believe we are positioned for a stronger 2005.”

The Company reiterated its fiscal 2005 guidance. Net sales for the year are projected to be between \$1.40 billion and \$1.43 billion, an increase of approximately 11% when compared with fiscal year 2004. Operating income is expected to be between \$102 million and \$108 million. Net income is expected to be between \$52 million and \$55 million, an increase of approximately 25% when compared with fiscal year 2004. Earnings per fully diluted share are expected to be between \$2.42 and \$2.52. These projected results do not include the impact from any future acquisitions.

“Our growing portfolio of leading garden and pet brands combined with expanding margins continue to produce solid financial momentum,” concluded Mr. Novotny. “We plan to continue growing the business, through innovation and acquisitions, to deliver superior products and services to our customers and returns to our shareholders.”

The Company will discuss its fourth quarter and full year fiscal 2004 results on a conference call today at 4:30 p.m. EST. The conference call will be simultaneously broadcast over the Internet through Central’s website, <http://www.centralgardenandpet.com/>. To listen to the webcast, please log on to the website prior to the scheduled call time to register and download any necessary audio software.

Central Garden & Pet Company is a leading innovator, marketer and producer of quality branded products for the pet and lawn and garden supplies markets. Our pet products include pet bird and small animal food, aquarium products, flea, tick, mosquito and other pest control products, edible bones, cages, carriers, pet books, and other dog, cat, reptile and small animal products. These products are sold under a number of brand names, including Kaytee, All-Glass Aquarium, Oceanic, Kent Marine, Energy Savers Unlimited, Zodiac, Pre-Strike, Altosid, Nylabone, TFH, Four Paws and Interpet. Our lawn and garden products include grass seed, wild bird food, weed and insect control products, decorative outdoor patio products and ant control products. These products are sold under a number of brand names, including Pennington, Norcal Pottery, New England Pottery, GKI/Bethlehem Lighting, Lilly Miller, Matthews Four Seasons, AMDRO and Grant’s. For additional information on Central Garden & Pet, including access to the Company’s SEC filings, please visit the Company’s website at <http://www.centralgardenandpet.com/>.

“Safe Harbor” Statement under the Private Securities Litigation Reform Act of 1995: The statements contained in this release which are not historical facts, including future earnings

guidance, are forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially from those set forth in or implied by forward-looking statements. These risks are described in the Company's Securities and Exchange Commission filings including, without limitation, the resolution of litigation between the Company and Hebert Axelrod. Central undertakes no obligation to publicly update these forward-looking statements to reflect new information, subsequent events or otherwise.

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Central Garden & Pet Company
Consolidated Statements of Income
(Unaudited)
(In thousands, except per share amounts)

	Three Months Ended		Fiscal Year Ended	
	September 25, 2004	September 27, 2003	September 25, 2004	September 27, 2003
Net Sales	\$ 310,760	\$ 257,441	\$ 1,266,526	\$ 1,145,001
Cost of Goods Sold and Occupancy	218,483	186,517	882,227	811,562
Gross Profit	92,277	70,924	384,299	333,439
Selling, General and Administrative Expenses	79,864	61,300	302,227	261,098
Income from Operations	12,413	9,624	82,072	72,341
Interest Expense	(4,759)	(5,068)	(18,282)	(19,747)
Interest Income	118	406	529	545
Other Income	88	629	2,023	2,522
Income Before Income Taxes	7,860	5,591	66,342	55,661
Income Taxes	2,650	992	24,992	21,020
Net Income	\$ 5,210	\$ 4,599	\$ 41,350	\$ 34,641
Basic Earnings Per Common Share:	\$ 0.26	\$ 0.23	\$ 2.06	\$ 1.79
Diluted Earnings Per Common Share:	\$ 0.25	\$ 0.23	\$ 1.99	\$ 1.73
Weighted Average Shares Outstanding				
Basic	20,271	19,673	20,036	19,327
Diluted	20,966	20,415	20,801	20,081

Central Garden & Pet Company
Condensed Consolidated Balance Sheets

(Unaudited)
(In thousands)

	September 25, 2004	September 27, 2003
Assets		
Current Assets:		
Cash & Cash Equivalents	\$ 27,157	\$ 77,604
Accounts Receivable	183,979	146,075
Inventories	237,913	217,156
Other Current Assets	18,499	15,222
Total Current Assets	467,548	456,057
Property & Equipment - Net	105,612	101,538
Goodwill	338,384	222,780
Other Assets	53,366	48,723
Total	\$ 964,910	\$ 829,098
Liabilities & Shareholders' Equity		
Current Liabilities:		
Accounts Payable	\$ 105,933	\$ 105,103
Accrued Expenses	67,636	47,061
Current Portion of Long-Term Debt	1,025	1,028
Total Current Liabilities	174,594	153,192
Long-Term Liabilities	304,775	249,225
Other Long-Term Obligations	5,745	1,585
Shareholders' Equity	479,796	425,096
Total	\$ 964,910	\$ 829,098