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

FORM 10Q

(Mark One)

<TABLE>
<S> <C>

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (D) OF THE SECURITIES EXCHANGE ACT OF 1034

For the quarterly period ended June 28, 1997

or

[_] TRANSITION REPORT PURSUANT OF SECTION 13 OR 15 (D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number: 0 - 20242

CENTRAL GARDEN & PET COMPANY

Delaware	68-0275553
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

3697 Mt. Diablo Blvd., Suite 310, Lafayette, California 94549

(Address of principle executive offices)

(510) 283-4573

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)
</TABLE>

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. [x] Yes [_] No

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY
PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.[_]

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock Outstanding as of June 28, 1997 13,333,182

Class B Stock Outstanding as of June 28, 1997 1,863,167

Part 1- FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CENTRAL GARDEN & PET COMPANY
CONSOLIDATED BALANCE SHEETS

(UNAUDITED)
(IN THOUSANDS)

<TABLE>
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	SEPTEMBER 28,	JUNE 28,

	1996	1997
<S>	<C>	<C>
ASSETS		
CURRENT ASSETS:		
Cash & cash equivalents	$ 1,272	$ 1,337
Accounts receivable (less allowance for doubtful accounts of $5,278 and $5,225)	62,231	134,728
Inventories	169,835	219,936
Prepaid expenses and other assets	7,132	9,943
Total current assets	240,470	365,944
LAND, BUILDINGS, IMPROVEMENTS AND EQUIPMENT:		
Land	431	2,216
Buildings and improvements	3,450	9,059
Transportation equipment	3,161	4,108
Warehouse equipment	7,878	12,732
Office furniture and equipment	8,046	10,783
Total	22,966	38,898
Less accumulated depreciation and amortization	11,502	16,808
Land, buildings, improvements and equipment - net	11,464	22,090
GOODWILL	29,971	113,885
OTHER ASSETS	1,759	11,267
TOTAL	$ 283,664	$ 513,186
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Notes payable	$ 27,904	$ 27,999
Accounts payable	104,049	170,045
Accrued expenses	11,243	37,080
Current portion of long-term debt	1,604	564
Total current liabilities	144,800	235,688
LONG-TERM DEBT	7,635	116,821
DEFERRED INCOME TAXES AND OTHER LONG-TERM OBLIGATIONS	1,670	1,670
COMMITMENTS AND CONTINGENCIES		
SHAREHOLDERS' EQUITY:		
Preferred stock, $.01 par value: 100 shares outstanding September 28, 1996 and June 28, 1997	---	---
Class B stock, $.01 par value: 1,933,575 shares outstanding September 28, 1996, 1,863,167 shares outstanding June 28, 1997	19	19
Common stock, $.01 par value: 12,536,521 shares outstanding September 28, 1996 13,359,182 shares issued and 13,333,182 shares outstanding June 28, 1997	125	133
Additional paid-in capital	111,228	125,576
Retained earnings	18,733	33,771
Treasury Stock	(364)	(364)
Restricted stock deferred compensation	(182)	(128)
Total shareholders' equity	129,559	159,007
TOTAL	$ 283,664	$ 513,186

</TABLE>

See notes to consolidated financial statements

CENTRAL GARDEN & PET COMPANY
CONSOLIDATED STATEMENTS OF CASH FLOWS

(UNAUDITED)
(IN THOUSANDS)

<TABLE>
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	JUNE 29, 1996	JUNE 29, 1997
<S>	<C>	<C>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Income	$ 7,063	$ 15,038
Adjustments to reconcile net income to net cash		

provided by operating activities:		
Depreciation and amortization	1,707	3,621
Gain on sale of land, building and improvements	(305)	0
Change in assets and liabilities:		
Receivables	(78,794)	(56,807)
Inventories	(37,800)	(20,434)
Prepaid expenses and other assets	(320)	(3,738)
Accounts payable	78,793	52,678
Accrued expenses	9,049	8,598
Deferred income taxes and other long-term obligations	18	0
Net cash used in operating activities	(20,589)	(1,044)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Additions to land, buildings, improvements and equipment	(1,791)	(3,011)
Payments to acquire companies, net of cash acquired	0	(95,814)
Proceeds from sale of land, buildings, improvements and equipment	3,600	0
Net cash provided (used) by investing activities	1,809	(98,825)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from (repayments of) notes payable - net	(14,174)	95
Repayments of long-term debt	(2,574)	(12,062)
Proceeds from issuance of long-term debt	0	111,227
Proceeds from issuance of stock - net	35,870	674
Payments to reacquire stock	(364)	0
Net cash provided by financing activities	18,758	99,934
NET INCREASE (DECREASE) IN CASH	(22)	65
CASH AT BEGINNING OF PERIOD	143	1,272
CASH AT END OF PERIOD	$ 121	$ 1,337
SUPPLEMENTAL INFORMATION:		
Cash paid for interest	$ 2,542	$ 4,226
Cash paid for income taxes	325	5,748
Assets (excluding cash) acquired through purchase of subsidiaries	-	69,780
Liabilities assumed through purchase of subsidiaries	-	35,765

</TABLE>

See notes to consolidated financial statements

CENTRAL GARDEN & PET COMPANY

CONSOLIDATED STATEMENTS OF INCOME

(UNAUDITED)

(IN THOUSANDS EXCEPT PER SHARE AMOUNTS)

<TABLE>
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	NINE MONTHS ENDED		THREE MONTHS ENDED	
	JUNE 29, 1996	JUNE 28, 1997	JUNE 29, 1996	JUNE 28, 1997
<S>	<C>	<C>	<C>	<C>
Net Sales	$ 487,723	$ 656,887	$ 227,591	$ 320,402
Cost of Goods Sold and Occupancy	423,947	551,203	196,941	265,888
Gross profit	63,776	105,684	30,650	54,514
Selling, General and Administrative Expenses	48,132	74,739	18,210	31,895
Income from operations	15,644	30,945	12,440	22,619
Interest Expense - Net	(3,414)	(5,012)	(962)	(2,265)
Income before income taxes	12,230	25,933	11,478	20,354
Income Taxes	5,167	10,895	4,843	8,547
Net Income	$ 7,063	$ 15,038	$ 6,635	$ 11,807
Net Income per common and common equivalent share				
Primary	$ 0.65	$ 0.98	$ 0.55	$ 0.75

Fully diluted	$ 0.64	$ 0.94	$ 0.54	$ 0.65
Weighted average shares outstanding				
Primary	10,811	15,362	11,973	15,685
Fully diluted	11,098	18,851	12,176	19,935

</TABLE>

CENTRAL GARDEN & PET COMPANY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Three Months and Nine Months Ended June 28, 1997
(Unaudited)

1. Basis of Presentation

The consolidated balance sheet as of June 28, 1997, the consolidated statements of income for both the three months and nine months ended June 28, 1997 and June 29, 1996 and consolidated cash flows for the nine months ended June 28, 1997 and June 29, 1996 have been prepared by the Company, without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) considered necessary to present fairly the financial position, results of operations and cash flows of the Company for the periods mentioned above, have been made.

Due to the seasonal nature of the Company's business, the results of operations for the three months ended June 28, 1997 are not indicative of the operating results that may be expected for the year ending September 27, 1997.

2. Recent Acquisition

On May 23, 1997 the Company acquired the United States and Canada flea and tick protection business of Sandoz Agro, Inc. The acquisition includes all methoprene-based products produced by Sandoz for use in the U.S. and Canada, and certain other specialty products. The Company will proceed with its joint development, marketing and distribution agreement with Hoechst Roussel Vet. Under the agreement, the Company will license exclusive U.S. and Canadian sales and marketing rights for the Vet-Kem line of flea and tick products. Hoechst Roussel Vet and the Company have also agreed to certain joint development efforts. The Company will retain exclusive rights to market any new products arising from these efforts to the mass market.

3. Common Stock Offering

On August 8, 1997, the Company completed an offering of 5,540,000 shares of its Common stock at $24.25 per share before deduction for underwriting commission and expenses related to the offering. The net proceeds were used to repay all of the Company's borrowings under its principal line of credit and to provide the Company with a source of funds for working capital and possible acquisitions of complementary businesses.

4. Recently Issued Accounting Standards

In February 1997, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 128, "Earnings per Share" (SFAS 128). The Company is required to adopt SFAS 128 in the first quarter of fiscal 1998 and will restate at that time earnings per share (EPS) data for prior periods to conform with SFAS 128. Earlier application is not permitted.

SFAS 128 replaces current EPS reporting requirements and requires a dual presentation of basic and diluted EPS. Basic EPS excludes dilution and is computed by dividing net income available to common shareholders by the weighted average of common shares outstanding for the period. Diluted EPS

reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock.

Pro forma amounts for basic EPS assuming SFAS 128 had been in effect for the quarter and year-to-date periods are as follows:

<TABLE>
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Pro Forma EPS	Three Months Ended June 29, 1996	Three Months Ended June 28, 1997	Nine Months Ended June 29, 1996	Nine Months Ended June 28, 1997
<S>	<C>	<C>	<C>	<C>
Basic	$ .57	$ .82	$ .66	$ 1.01

</TABLE>

Diluted EPS under SFAS 128 would not have been significantly different than fully-diluted EPS currently reported for the periods.

In June 1997, the Financial Accounting Standards Board issued Statements of

Financial Accounting Standards No. 130 (Reporting Comprehensive Income), which requires that an enterprise report, by major components and as a single total, the change in its net assets during the period from nonowner sources; and No. 131 (Disclosures about Segments of an Enterprise and Related Information), which establishes annual and interim reporting standards for an enterprise's operating segments and related disclosures about its products, services, geographic areas, and major customers. Adoption of these statements will not impact the Company's consolidated financial position, results of operations or cash flows, and any effect will be limited to the form and content of its disclosures. Both statements are effective for fiscal years beginning after December 15, 1997, with earlier application permitted. The Company has elected to not adopt either statement on an earlier basis.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

The Company entered into a long-term agreement, effective October 1, 1995, with Solaris, its largest supplier, whereby the Company serves as master agent and master distributor for sales of Solaris products within the United States. The agreement also provides for the Company to perform a wide range of value added services including logistics, order processing and fulfillment, inventory management and merchandising, principally for Solaris' direct sales accounts. As a result of the Solaris Agreement, a majority of the Company's sales of Solaris products are now derived from servicing Solaris direct accounts, whereas historically, a majority of such sales were made by the Company as a traditional distributor.

A substantial portion of these sales now consist of large shipments to customer distribution centers. This type of sale is characterized by lower gross margins as a percent of sales and lower associated operating costs. The collective impact of these factors has served to substantially increase the Company's sales of Solaris products, increase gross profit and lower gross margins as a percent of sales.

The Solaris Agreement provides for the Company to be reimbursed for costs incurred in connection with the services provided to Solaris' direct sales accounts and to receive payments based on the sales growth of Solaris products. The Company will also share with Solaris in the economic benefits of certain cost reductions, to the extent realized. As a result, management believes that the Company's profitability will be more directly attributable to the success of Solaris than it was in the past.

THREE MONTHS ENDED JUNE 28, 1997 COMPARED WITH THREE MONTHS ENDED JUNE 29, 1996

Net sales for the three months ended June 28, 1997 increased by 40.8% or $92.8 million to $320.4 million from $227.6 million during the three months ended June 29, 1996. Of the $92.8 million increase, approximately $64.9 million is attributable to companies acquired subsequent to June 29, 1996. The balance of the increase in net sales, $27.9 million, is attributable to expanded product listings and new store openings with existing customers principally in the lawn and garden portion of the business.

Gross profit increased by 77.8% or $23.9 million from $30.7 million during the quarter ended June 29, 1996 to $54.5 million for the comparable 1997 period. Gross profit as a percentage of net sales increased from 13.5% during the quarter ended June 29, 1996 to 17.0% for the comparable 1997 period. The increase in gross profit as a percentage of net sales is mainly due to the newly acquired pet and proprietary branded products businesses which have a significantly higher gross margin than is the case with the lawn and garden business.

Selling, general and administrative expenses increased by $13.7 million during the quarter ended June 28, 1997 from $18.2 million for the similar 1996 quarter. As a percentage of net sales these expenses increased from 8.0% in 1996 to 10.0% in 1997. Of the $13.7 million increase in expenses, approximately 85% is associated with the newly acquired business with the balance attributable to the increase in net sales of the existing operations. The increase in expenses as a percentage of net sales is principally due to the newly acquired businesses which have a significantly higher ratio of selling, general and administrative expense to net sales than that associated with the lawn and garden portion of the business.

Interest expense increased by $1.3 million from $1.0 million during the three months ended June 29, 1996 to $2.3 million for the comparable 1997 period. The increase in interest expense is attributable to the 6% convertible notes issued in November 1996 net of interest income earned on the unused portion of the net proceeds received from the convertible debt. Average short term borrowings for the quarter ended June 28, 1997 were $9.2 million compared with $23.1 million for the similar 1996 period. Average interest rates were 7.3% and 10.4%, respectively.

The Company's effective income tax rate for the three months ended June 28, 1997 was 42.0% compared with 42.2 % for the comparable 1996 period. The decrease in effective rate is related mainly to the non-deductible amortization of intangibles being a smaller component of net income during the three months ended June 28, 1997 compared with the similar 1996 period.

NINE MONTHS ENDED JUNE 28, 1997
COMPARED WITH NINE MONTHS ENDED JUNE 29, 1996

Net sales for the nine months ended June 28, 1997 increased by 34.7% or $169.2 million to $656.9 million from $487.7 million for the comparable 1996 period. Of the $169.2 million increase, approximately $124.5 million is attributable to sales from businesses acquired subsequent to June 29, 1996. The balance of the sales increase is principally the result of expanded product placements and new store openings with existing lawn and garden customers.

Gross profit increased 65.7% or $41.9 million from $63.8 million during the nine months ended June 29, 1996 to $105.7 million for the comparable 1997 period. Gross profit as a percentage of net sales increased from 13.1% in the nine months ended June 29, 1996 to 16.1% for the nine months ended June 28, 1997. The increase in gross profit as a percentage of net sales is directly related to the newly acquired pet and proprietary branded products businesses which generate a significantly higher gross profit margin.

For the nine months ended June 28, 1997, selling, general and administrative expenses increased by $26.6 million to $74.7 million from $48.1 million for the comparable 1996 period. As a percentage of net sales these expenses increased from 9.9% during the first nine months of fiscal 1996 to 11.4% for the same period in 1997. Of the $26.6 million increase in expense, approximately $23.4 million is related to the newly acquired businesses with the balance attributable to the increase in sales for the existing operations.

Interest expense for the nine months ended June 28, 1997 increased by $1.6 million to $5.0 million from $3.4 million for the comparable 1996 period. The increase in expense is attributable to the issuance of $115,000,000 6% convertible debt in November 1996.

Average short term borrowings for the nine months ended June 28, 1997 were $5.7 million compared with $30.8 million for the similar 1996 period. Average net interest rates for the nine months ended June 1997 and 1996 were 7.8% and 9.9%, respectively.

The Company's effective income tax rate was approximately 42% for the nine months ended June 28, 1997 and for the comparable 1996 period.

"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995: The statements contained in this report which are not historical facts 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, including the possibility of unanticipated costs and difficulties related to the integration of acquisitions, the Company's dependence on sales of Solaris products, the Company's dependence on sales to Wal*Mart, Home Depot and other large retailers, the impact in the Company's results of operations of seasonality and weather, and other risks disclosed in the Company's SEC filings.

LIQUIDITY AND CAPITAL RESOURCES

The Company has historically financed its growth through a combination of bank borrowings, supplier credit and internally generated funds. In addition, the Company received net proceeds (after offering expenses) of approximately $100.0 million from its three public offerings of common stock in July 1993, November 1995 and July 1996, and in November 1996 the Company completed the sale of $115 million 6% subordinated convertible notes generating approximately $112 million net of underwriting commissions. Further, the Company recently completed its fourth public offering in August 1997 generating approximately $127 million net of underwriting commissions.

The Company's business is highly seasonal and its working capital requirements and capital resources track closely to this seasonal pattern. During the first fiscal quarter accounts receivable reach their lowest level while inventory, accounts payable, and short-term borrowings begin to increase. Since the Company's short-term credit line fluctuates based upon a specified asset borrowing base, this quarter is typically the period when the asset borrowing base is at its lowest and consequently the Company's ability to borrow is at its lowest. During the second quarter, receivables, accounts payable and short-term borrowings begin to increase, reflecting the build-up of inventory and related payables in anticipation of the peak selling season. During the third quarter, principally due to the Solaris Agreement, inventory levels remain relatively constant while accounts receivable peak and short-term borrowings start to decline as cash collections are received during the peak selling season. During the fourth quarter, inventory levels are at their lowest, and accounts receivable and payables are substantially reduced through conversion of receivables to cash.

For the nine months ended June 28, 1997, the Company used cash in operating activities of $1.0 million reflecting the normal cycle of inventory and receivables build up. Net cash used from investing activities of $98.8 million resulted from acquisitions and equity investments during the second and third fiscal quarters and the acquisition of office and warehouse equipment. Cash generated from financing activities of $99.9 million consisted primarily of net proceeds from the sale of $115 million principal amount of 6% subordinated convertible notes due 2003 less repayment of $10.7 million of long-term debt.

The Company has a $75 million line of credit with Congress Financial Corporation

(Western). The available amount under the line of credit fluctuates based upon a specific asset borrowing base. The line of credit, which bears interest at a rate equal to the prime rate plus 3/4% per annum, is secured by substantially all of the Company's assets. At June 28, 1997, the Company had outstanding borrowings of approximately $27.9 million and had an additional $47.1 million of available borrowing capacity under this line. The Company's line of credit contains certain financial covenants such as minimum net worth and minimum working capital requirements. The line also requires the lender's prior written consent to any acquisition of a business.

The Company believes that cash flow from operations, funds available under its line of credit, proceeds from its recent sale of convertible notes and arrangements with suppliers will be adequate to fund its presently anticipated working capital requirements for the foreseeable future. The Company anticipates that its capital expenditures will not exceed $3.6 million for the next 12 months.

As part of its growth strategy, the Company has engaged in acquisition discussions with a number of companies in the past and it anticipates it will continue to evaluate potential acquisition candidates. If one or more potential acquisition opportunities, including those that would be material, become available in the near future, the Company may require additional external capital. In addition, such acquisitions would subject the Company to the general risks associated with acquiring companies, particularly if the acquisitions are relatively large.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) The following exhibits are attached hereto:

Exhibit No.	Exhibit
11	Central Garden & Pet Company Computation of Fully Diluted Earnings Per Share
12	Central Garden & Pet Company Computation of Ratio's of Earnings to Fixed Charges

(b) The following report on Form 8-K was filed during the quarter ended June 28, 1997.

(1) On May 30, 1997, the Company filed a report on Form 8-K/A dated May 26, 1997, disclosing that the Company issued a press release announcing that it had acquired the Sandoz Agro, Inc. Flea and Tick Protection Business.

SIGNATURES

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

CENTRAL GARDEN & PET COMPANY

Registrant

Dated: August 11, 1997

William E. Brown, Chairman of the Board and
Chief Executive Officer

/s/ Robert B. Jones

Robert B. Jones, Vice President-Finance and
Chief Financial Officer

Exhibit 11

CENTRAL GARDEN & PET COMPANY
COMPUTATION OF EARNINGS PER COMMON SHARE

(UNAUDITED)

(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

<TABLE>
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	NINE MONTHS ENDED		THREE MONTHS ENDED	
	JUNE 29, 1996	JUNE 28, 1997	JUNE 29, 1996	JUNE 28, 1997
<S>	<C>	<C>	<C>	<C>
FULLY DILUTED EARNINGS PER SHARE				
Net Income	$ 7,063	$ 15,038	$ 6,635	$ 11,807
Interest charges on convertible notes - net of tax	--	2,662	--	1,069
Total	$ 7,063	17,700	6,635	12,876
Fully diluted shares				
Common and Common equivalent shares outstanding	11,098	15,466	12,176	15,828
Convertible notes - dilutive	--	3,385	--	4,107
Total	11,098	18,851	12,176	19,935
Fully diluted earnings per share	$ 0.64	$ 0.94	$ 0.54	$ 0.65

</TABLE>

EXHIBIT 12

CENTRAL GARDEN & PET COMPANY

COMPUTATION OF RATIOS OF EARNINGS TO FIXED CHARGES

(DOLLARS IN THOUSANDS)

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	Fiscal Year Ended December 27, 1992	Fiscal Year Ended December 26, 1993	Fiscal Year Ended December 25, 1994	Nine Month Period Ended September 30, 1995
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Income before income taxes and minority interest	3,938	6,605	2,341	1,983
Fixed charges (1)	4,286	4,029	6,037	6,414
Total earnings and fixed charges	8,224	10,634	8,378	8,397
Fixed charges (1)	4,286	4,029	6,037	6,414
Ratio of earnings to fixed charges	1.92	2.64	1.39	1.31

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	Fiscal Year Ended September 28, 1996	Nine Month Period Ended June 29, 1996	Nine Month Period Ended June 28, 1997
<S>	<C>	<C>	<C>
Income before income taxes and minority interest	14,465	12,230	25,933
Fixed charges (1)	4,826	3,978	5,752
	19,291	16,208	31,685
Fixed charges (1)	4,826	3,978	5,752
Ratio of earnings to fixed charges	4.00	4.07	5.51

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(1) Fixed charges consist of interest expense incurred and the portion of rental expense under operating leases deemed by the Company to be representative of the interest factor.

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