

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* NOVOTNY GLENN W | | | 2. Issuer Name and Ticker or Trading Symbol CENTRAL GARDEN & PET COMPANY [CENT] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) _____ 10% Owner ____ Other (specify below) | | |
| (Last) (First) (Middle) 3697 MOUNT DIABLO BOULEVARD, SUITE 310 | | | 3. Date of Earliest Transaction (Month/Day/Year) 09/20/2004 | | | Pres./ Chief Executive Officer | | |
| (Street) LAFAYETTE, CA 94549 | | | 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 | 09/20/2004 | | M | | 20,000 | A (1) | \$ 13 | 103,148 (2) | D | |
| Common Stock | 09/20/2004 | | S | | 2,094 | D (3) | \$ 31.59 | 101,054 | D | |
| Common Stock | 09/20/2004 | | S | | 2,910 | D | \$ 31.48 | 98,144 | D | |
| Common Stock | 09/20/2004 | | S | | 300 | D | \$ 31.24 | 97,844 | D | |
| Common Stock | 09/20/2004 | | S | | 2,300 | D | \$ 31.27 | 95,544 | D | |
| Common Stock | 09/20/2004 | | S | | 2,600 | D | \$ 31.64 | 92,944 | D | |
| Common Stock | 09/20/2004 | | S | | 200 | D | \$ 32.17 | 92,744 | D | |
| Common Stock | 09/20/2004 | | S | | 9,596 | D | \$ 32.01 | 83,148 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|--|--|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Employee Stock Option (right to buy) | \$ 13 | 09/20/2004 | | M | 20,000 | (4) | 01/06/2005 | Common Stock | 20,000 | \$ 0 | 35,000 | D | |

Reporting Owners

| Relationships |
|---------------|
| |

| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other |
|--|----------|-----------|--------------------------------|-------|
| NOVOTNY GLENN W 3697 MOUNT DIABLO BOULEVARD, SUITE 310 LAFAYETTE, CA 94549 | X | | Pres./ Chief Executive Officer | |

Signatures

| | | |
|-------------------------------|--|------------|
| /s/ Glenn W. Novotny | | 09/21/2004 |
| 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) This total number and all totals reflected in this Column 5 of Table I include shares of Central Garden & Pet Company's Common Stock held in the Reporting Person's 401(k) plan and acquired under Central Garden & Pet Company's Employee Stock Purchase Plan.
- (3) 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.
- (4) The options vested in five equal annual installments beginning on January 6, 2000.

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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