FORM 4

(Print or Type Responses)

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

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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

1. Name and Address of Reporting Person* PENNINGTON BROOKS III			2. Issuer Name and Ticker or Trading Symbol CENTRAL GARDEN & PET COMPANY [CENT]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director _X_ Officer (give title below) Other (specify below) Pres. & CEO - Pennington Seed						
(Last) (First) (Middle) 1280 ATLANTA HIGHWAY				3. Date of Earliest Transaction (Month/Day/Year) 11/01/2004							Pres. & C	CEO - Penn	ington seed	
(Street) MADISON, GA 30650				4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip)				Table I - Non-Derivative Securities Acqu						ired, Disposed of, or Beneficially Owned				
(Instr. 3) Date		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)			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)		Ownership Form: Direct (D)	Beneficial Ownership		
					Code	V	Amount	(A) or (D)	Price				or Indirect (I) (Instr. 4)	(Instr. 4)
Common	Stock		11/01/2004		S ⁽¹⁾		25,786 (2)	D	\$ 35.3438 (3)	46,014			I	By L.P.
Common Stock 1		11/01/2004		S		2,155 (5)	D	\$ 35.3438 (6)	70,885		I	By L.P.		
Common Stock		11/01/2004		S		5,459 (8)	D	\$ 35.3438 (9)	369,798		D			
Common Stock		11/02/2004		S		19,842 (10)	D	\$ 35.9666 (11)	26,172		I	By L.P.		
Common Stock		11/02/2004		S		1,658 (13)	D	\$ 35.9666 (14)	69,227		I	By L.P.		
Common Stock		11/02/2004		S		4,200 (16)	D	\$ 35.9666 (17)	365,598		D			
Common Stock									6,938			I	By Spouse (18)	
Common Stock								7,604			I	By LLC (19)		
Reminder: F	Report on a s	separate line	for each class of secu	rities beneficially o	wned direc	Per cor	sons wh	o res	form are	not requ	ction of inf iired to res	spond unle	ess	1474 (9-02)
				Derivative Securit						ly Owned				
(Instr. 3)		3. Transacti Date (Month/Day	on 3A. Deemed Execution Dearly any		5.	6. l and (M	and Expiration Date (Month/Day/Year) Amelor of the control of the		tle and unt of Derivative Securities (Instr. 5) 1. 3 and Security Securities Securities Security Securities S		Owners Form o Derivat Security Direct (or Indir	Benefici Ownersh (Instr. 4)		

	Code V (A		Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
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Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
PENNINGTON BROOKS III 1280 ATLANTA HIGHWAY MADISON, GA 30650			Pres. & CEO - Pennington Seed				

Signatures

/s/ Brooks M. Pennington III	11/03/2004
**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) Sale (and all sales reported in this Form 4) effected through sales plan(s) pursuant to Rule 10b5-1(c)(1) of the Exchange Act of 1934, as amended.
- (2) Reflects total shares sold by holder on date indicated. See Exhibit 99.1 for details of individual trade executions.
- (3) Reflects average price of all shares sold by holder on date indicated. See Exhibit 99.1 for details of individual trade executions.
- (4) By Pennington Partners, L.P., in which Mr. Pennington has a partnership interest. Mr. Pennington is the President of Pennington Management Company II, LLC, the general partner of Pennington Partners, L.P. Mr. Pennington disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (5) Reflects total shares sold by holder on date indicated. See Exhibit 99.2 for details of individual trade executions.
- (6) Reflects average price of all shares sold by holder on date indicated. See Exhibit 99.2 for details of individual trade executions.
- (7) 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.
- (8) Reflects total shares sold by holder on date indicated. See Exhibit 99.3 for details of individual trade executions.
- (9) Reflects average price of all shares sold by holder on date indicated. See Exhibit 99.3 for details of individual trade executions.
- (10) Reflects total shares sold by holder on date indicated. See Exhibit 99.4 for details of individual trade executions.
- (11) Reflects average price of all shares sold by holder on date indicated. See Exhibit 99.4 for details of individual trade executions.
- (12) By Pennington Partners, L.P., in which Mr. Pennington has a partnership interest. Mr. Pennington is the President of Pennington Management Company II, LLC, the general partner of Pennington Partners, L.P. Mr. Pennington disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (13) Reflects total shares sold by holder on date indicated. See Exhibit 99.5 for details of individual trade executions.
- (14) Reflects average price of all shares sold by holder on date indicated. See Exhibit 99.5 for details of individual trade executions.
- (15) 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.
- (16) Reflects total shares sold by holder on date indicated. See Exhibit 99.6 for details of individual trade executions.
- (17) Reflects average price of all shares sold by holder on date indicated. See Exhibit 99.6 for details of individual trade executions.
- (18) Mr. Pennington disclaims beneficial ownership of 6,938 shares of Central Garden & Pet Company common stock owned by his spouse.
- (19) 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.

Remarks:

Exhibit List

- 99.1 -- Details of Sale Transactions on November 1, 2004 by Pennington Partners, L.P.
- 99.2 -- Details of Sale Transactions on November 1, 2004 by BPCB Partners L.P.
- 99.3 -- Details of Sale Transactions on November 1, 2004 by Brooks M. Pennington III
- 99.4 -- Details of Sale Transactions on November 2, 2004 by Pennington Partners, L.P.
- 99.5 -- Details of Sale Transactions on November 2, 2004 by BPCB Partners L.P.
- 99.6 -- Details of Sale Transactions on November 2, 2004 by Brooks M. Pennington III

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.

695 35.16 46,631 617 35.15 46,014

All transactions listed below relate to sales of Common Stock of Central Garden & Pet Company on November 1, 2004 by Pennington Partners, L.P.

```
Shares Price Shares Beneficially Owned After Transaction
617 35.56 71,183
540 35.55 70,643
617 35.53 70,026
78 35.52 69,948
2,161 35.51 67,787
1,390 35.50 66,397
695 35.48 65,702
232 35.47 65,470
154 35.46 65,316
232 35.45 65,084
386 35.44 64,698
386 35.43 64,312
541 35.42 63,771
386 35.41 63,385
386 35.40 62,999
695 35.39 62,304
78 35.38 62,226
309 35.37 61,917
541 35.36 61,376
695 35.35 60,681
1,003 35.34 59,678
2,007 35.33 57,671
1,003 35.32 56,668
309 35.31 56,359
386 35.30 55,973
695 35.29 55,278
154 35.28 55,124
1,004 35.27 54,120
1,004 35.26 53,116
1,312 35.25 51,804
154 35.24 51,650
232 35.23 51,418
154 35.22 51,264
78 35.21 51,186
1,466 35.20 49,720
1,158 35.19 48,562
309 35.18 48,253
927 35.17 47,326
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58 35.16 70937 52 35.15 70885

All transactions listed below relate to sales of Common Stock of Central Garden & Pet Company on November 1, 2004 by BPCB Partners L.P.

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Shares Price Shares Beneficially Owned After Transaction
52 35.56 72988
46 35.55 72942
52 35.53 72890
6 35.52 72884
181 35.51 72703
116 35.50 72587
58 35.48 72529
19 35.47 72510
13 35.46 72497
19 35.45 72478
32 35.44 72446
32 35.43 72414
45 35.42 72369
32 35.41 72337
32 35.40 72305
58 35.39 72247
6 35.38 72241
26 35.37 72215
45 35.36 72170
58 35.35 72112
84 35.34 72028
168 35.33 71860
84 35.32 71776
26 35.31 71750
32 35.30 71718
58 35.29 71660
13 35.28 71647
84 35.27 71563
84 35.26 71479
110 35.25 71369
13 35.24 71356
19 35.23 71337
13 35.22 71324
6 35.21 71318
123 35.20 71195
97 35.19 71098
26 35.18 71072
77 35.17 70995
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All transactions listed below relate to sales of Common Stock of Central Garden & Pet Company on November 1, 2004 by Brooks Pennington III.

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Shares Price Shares Beneficially Owned After Transaction
131 35.56 375,126
114 35.55 375,012
131 35.53 374,881
16 35.52 374,865
               375,012
458 35.51
               374,407
294 35.50
147 35.48
               374,113
373,966
49 35.47 373,917
33 35.46 373,884
49 35.45
82 35.44
               373,835
             373,753
82 35.43 373,671
114 35.42 373,557
82 35.41 373,475
82 35.40 373,393
147 35.39 373,246
16 35.38 373,230
65 35.37
             373,165
114 35.36 373,051
147 35.35 372,904
213 35.34 372,691
               372,904
372,691
425 35.33 372,266
213 35.32 372,053
65 35.31 371,988
               372,053
82 35.30 371,906
147 35.29 371,759
33 35.28 371,726
212 35.27 371,514
212 35.26 371,302
278 35.25 371,024
33 35.24 370,991
               371,024
49 35.23 370,942
33 35.22 370,909
16 35.21 370,893
311 35.20 370,582
245 35.19 370,337
65 35.18 370,272
196 35.17 370,07
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370,076

147 35.16 369,929 131 35.15 369,798 309 35.70 26,172

All transactions listed below relate to sales of Common Stock of Central Garden & Pet Company on November 2, 2004 by Pennington Partners, L.P.

```
Shares Price Shares Beneficially Owned After Transaction
78 36.15 45,936
309 36.11 45,627
463 36.08 45,164
386 36.07 44,778
251 36.06 44,527
445 36.05 44,082
1,004 36.04 43,078
809 36.03 42,269
692 36.02 41,577
2,367 36.01 39,210
3,235 36.00 35,975
386 35.98 35,589
309 35.97 35,280
491 35.96 34,789
973 35.95 33,816
1,188 35.94 32,628
780 35.93 31,848
2,362 35.92 29,486
778 35.91 28,708
528 35.90 28,180
78 35.89 28,102
232 35.87 27,870
386 35.86 27,484
154 35.85 27,330
78 35.84 27,252
77 35.83 27,175
154 35.82 27,021
77 35.79 26,944
77 35.78 26,867
77 35.77 26,790
232 35.76 26,558
77 35.75 26,481
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6 35.75 69253 26 35.70 69227

All transactions listed below relate to sales of Common Stock of Central Garden & Pet Company on November 2, 2004 by BPCB Partners L.P.

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Shares Price Shares Beneficially Owned After Transaction
6 36.15 70879
26 36.11 70853
39 36.08 70814
32 36.07 70782
21 36.06 70761
36 36.05 70725
84 36.04 70641
68 36.03 70573
57 36.02 70516
198 36.01 70318
270 36.00 70048
32 35.98 70016
26 35.97 69990
41 35.96 69949
84 35.95 69865
99 35.94 69766
65 35.93 69701
198 35.92 69503
65 35.91 69438
44 35.90 69394
6 35.89 69388
19 35.87 69369
32 35.86 69337
13 35.85 69324
6 35.84 69318
7 35.83 69311
13 35.82 69298
7 35.79 69291
6 35.78 69285
7 35.77 69278
19 35.76 69259
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65 35.70 365598

All transactions listed below relate to sales of Common Stock of Central Garden & Pet Company on November 2, 2004 by Brooks Pennington III.

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Shares Price Shares Beneficially Owned After Transaction
16 36.15 369782
65 36.11 369717
98 36.08 369619
82 36.07 369537
53 36.06 369484
94 36.05 369390
212 36.04 369178
171 36.03 369007
147 36.02 368860
501 36.01 368359
685 36.00 367674
82 35.98 367592
65 35.97 367527
104 35.96 367423
207 35.95 367216
251 35.94 366965
165 35.93 366800
500 35.92 366300
165 35.91 366135
112 35.90 366023
16 35.89 366007
49 35.87 365958
82 35.86 365876
33 35.85 365843
16 35.84 365827
16 35.83 365811
33 35.82 365778
16 35.79 365762
17 35.78 365745
16 35.77 365729
49 35.76 365680
17 35.75 365663
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