

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 <small>(Last) (First) (Middle)</small> 1280 ATLANTA HIGHWAY <small>(Street)</small> MADISON, GA 30650 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol CENTRAL GARDEN & PET CO [CENT] 3. Date of Earliest Transaction (Month/Day/Year) 12/22/2004 4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Pres. & CEO - Pennington Seed 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
--	---	---

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	\$ 7.54	12/22/2004		M			12,500	07/22/2004	07/22/2005	Common Stock	12,500	\$ 0	25,000	D

Reporting Owners

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

Signatures

/s/ Brooks M. Pennington III	12/27/2004
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) By BPCB Partners L.P. The general managing partner of BPCB L.P. is BPCB Management Company LLC ("BPCBLLC"), and Mr. Pennington is the sole member of BPCBLLC. Mr. Pennington disclaims 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) 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.

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.