

# FORM 4

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

OMB APPROVAL	
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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 * <b>PENNINGTON BROOKS III</b>			2. Issuer Name and Ticker or Trading Symbol <b>CENTRAL GARDEN &amp; PET CO [CENT]</b>			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) <b>Pres &amp; CEO - Pennington Seed</b>		
(Last) <b>1280 ATLANTA HIGHWAY</b>	(First) <b></b>	(Middle) <b></b>	3. Date of Earliest Transaction (Month/Day/Year) <b>02/14/2005</b>					
(Street) <b>MADISON, GA 30650</b>			4. If Amendment, Date Original Filed(Month/Day/Year) <b>02/17/2005</b>			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	02/14/2005		S		50,000 (1)	D	\$ 43.7271 (2)	301,243 (3)	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

### 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					

## 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		02/25/2005
**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) Reflects total shares sold by the Reporting Person on the date indicated. See Exhibit 99.1 for details of individual trade executions.

(2) Reflects weighted average price of total shares sold by the Reporting Person on the date indicated. See Exhibit 99.1 for details of individual trade executions.

(3) This amendment is filed to correct an error in the total beneficial holdings listed for the Reporting Person in the original Form 4 filed February 17, 2005. This amendment also includes information relating to the individual trade executions effected on the date indicated, which executions aggregate to the total shares sold and the weighted average price indicated in Table I of this Form 4. See Exhibit 99.1 for more information.

**Remarks:**

Exhibit List

Exhibit 99.1 - Details of Sale Transactions on February 14, 2005 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.

## Exhibit 99.1

All transactions listed below relate to sales of Common Stock of Central Garden & Pet Company on February 14, 2005 by Brooks Pennington III.

Shares	Price	Shares Beneficially Owned After Transaction
100	\$44.85	351,143
100	\$44.85	351,043
11	\$44.85	351,032
100	\$44.50	350,932
100	\$44.50	350,832
100	\$44.50	350,732
100	\$44.51	350,632
28	\$44.51	350,604
100	\$44.49	350,504
200	\$44.49	350,304
100	\$44.48	350,204
100	\$44.48	350,104
100	\$44.48	350,004
100	\$44.48	349,904
200	\$44.48	349,704
100	\$44.48	349,604
100	\$44.48	349,504
200	\$44.47	349,304
72	\$44.31	349,232
100	\$44.31	349,132
1300	\$44.30	347,832
400	\$44.30	347,432
97	\$44.30	347,335
100	\$44.25	347,235
500	\$44.12	346,735
700	\$44.11	346,035
3	\$44.09	346,032
500	\$44.17	345,532
500	\$44.12	345,032
500	\$44.10	344,532
500	\$44.10	344,032
500	\$44.02	343,532
500	\$44.00	343,032
500	\$44.01	342,532
500	\$44.00	342,032
500	\$44.00	341,532
500	\$44.00	341,032
500	\$44.01	340,532
500	\$44.00	340,032
500	\$44.00	339,532
100	\$44.00	339,432
500	\$43.90	338,932
500	\$43.86	338,432
500	\$43.90	337,932
500	\$43.95	337,432
500	\$43.98	336,932
500	\$43.93	336,432
1000	\$43.85	335,432
500	\$43.72	334,932
500	\$43.60	334,432
500	\$43.53	333,932
500	\$43.53	333,432
500	\$43.54	332,932
500	\$43.70	332,432
500	\$43.75	331,932
500	\$43.79	331,432
500	\$43.80	330,932
500	\$43.77	330,432
500	\$43.79	329,932
500	\$43.76	329,432
500	\$43.66	328,932
500	\$43.54	328,432
500	\$43.58	327,932
500	\$43.64	327,432
500	\$43.61	326,932
500	\$43.65	326,432
500	\$43.65	325,932
500	\$43.50	325,432
1000	\$43.50	324,432
500	\$43.50	323,932
200	\$43.50	323,732
1	\$43.50	323,731
500	\$43.50	323,231
500	\$43.50	322,731
1000	\$43.50	321,731
500	\$43.50	321,231
100	\$43.50	321,131
79	\$43.50	321,052
20	\$43.50	321,032

100	\$43.65	320,932
100	\$43.64	320,832
100	\$43.64	320,732
1500	\$43.60	319,232
200	\$43.56	319,032
100	\$43.55	318,932
100	\$43.55	318,832
100	\$43.55	318,732
100	\$43.50	318,632
100	\$43.50	318,532
1700	\$43.50	316,832
30	\$43.50	316,802
100	\$43.50	316,702
100	\$43.50	316,602
100	\$43.50	316,502
100	\$43.50	316,402
100	\$43.50	316,302
200	\$43.50	316,102
100	\$43.50	316,002
100	\$43.50	315,902
100	\$43.50	315,802
81	\$43.50	315,721
100	\$43.50	315,621
200	\$43.50	315,421
100	\$43.50	315,321
100	\$43.50	315,221
200	\$43.50	315,021
100	\$43.50	314,921
100	\$43.50	314,821
100	\$43.50	314,721
400	\$43.50	314,321
100	\$43.50	314,221
100	\$43.50	314,121
100	\$43.50	314,021
600	\$43.50	313,421
100	\$43.50	313,321
100	\$43.50	313,221
100	\$43.50	313,121
2600	\$43.50	310,521
60	\$43.50	310,461
100	\$43.50	310,361
100	\$43.50	310,261
100	\$43.50	310,161
100	\$43.50	310,061
100	\$43.50	309,961
100	\$43.50	309,861
100	\$43.50	309,761
400	\$43.50	309,361
100	\$43.50	309,261
100	\$43.50	309,161
100	\$43.50	309,061
100	\$43.50	308,961
100	\$43.50	308,861
29	\$43.50	308,832
100	\$43.55	308,732
100	\$43.61	308,632
200	\$43.56	308,432
45	\$43.56	308,387
100	\$43.55	308,287
400	\$43.50	307,887
100	\$43.50	307,787
10	\$43.50	307,777
100	\$43.50	307,677
10	\$43.50	307,667
100	\$43.50	307,567
90	\$43.50	307,477
100	\$43.50	307,377
100	\$43.50	307,277
100	\$43.50	307,177
93	\$43.50	307,084
93	\$43.50	306,991
7	\$43.50	306,984
100	\$43.50	306,884
93	\$43.50	306,791
100	\$43.50	306,691
7	\$43.50	306,684
7	\$43.50	306,677
100	\$43.50	306,577
100	\$43.50	306,477
100	\$43.50	306,377
93	\$43.50	306,284
100	\$43.50	306,184
100	\$43.50	306,084
100	\$43.50	305,984
100	\$43.50	305,884

100	\$43.50	305,784
100	\$43.50	305,684
51	\$43.50	305,633
100	\$43.50	305,533
49	\$43.50	305,484
51	\$43.50	305,433
100	\$43.50	305,333
100	\$43.50	305,233
49	\$43.50	305,184
51	\$43.50	305,133
100	\$43.50	305,033
100	\$43.50	304,933
100	\$43.50	304,833
100	\$43.50	304,733
100	\$43.50	304,633
100	\$43.50	304,533
100	\$43.50	304,433
100	\$43.50	304,333
100	\$43.50	304,233
100	\$43.50	304,133
100	\$43.50	304,033
100	\$43.50	303,933
100	\$43.50	303,833
100	\$43.50	303,733
100	\$43.50	303,633
100	\$43.50	303,533
100	\$43.50	303,433
800	\$43.50	302,633
800	\$43.50	301,833
100	\$43.50	301,733
100	\$43.50	301,633
300	\$43.50	301,333
90	\$43.50	301,243