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 Re	esponses)															
1. Name and Address of Reporting Person* PENNINGTON BROOKS III				2. Issuer Name and Ticker or Trading Symbol CENTRAL GARDEN & PET CO [CENT]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)X_ Director10% Owner						
(Last) (First) (Middle) 1280 ATLANTA HIGHWAY				3. Date of Earliest Transaction (Month/Day/Year) 02/04/2008								Officer (give	e title below)	Oth	er (specify bel	ow)	
(Street)				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						
MADISON,	GA 30		(7:)									For	m filed by I	More than One	Reporting Person		
(City)		(State)	(Zip)					-					•		ficially Own	ed	
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Day	Date, if	(Instr. 8)			4. Securities Acqu (A) or Disposed of (Instr. 3, 4 and 5)		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			d	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership	
						Code		v	Amount	(A) or (D)					or Indirect (I) (Instr. 4)	(Instr. 4)	
Common Stock 02/04/			02/04/2008			M	(1)		3,000	A	\$ 162,950				D		
Common Stock 02/04			02/04/2008			F	<u>2)</u>		2,421	D	\$ 6.25	160,529				D	
Common Sto	ock		02/05/2008			SC	<u>3)</u>		579	D	\$ 5.8	159,950				D	
Common Sto	ock											49,040				I	By L.P.
Common Stock											6,93	3			I	By Spouse (5)	
Common Stock											7,60	4			I	By LLC	
Class A Common Stock 02/04/		02/04/2008			M	(1)		6,000	A	\$ 4.26	325,	900			D		
Class A Common Stock 02/0		02/04/2008			F	<u>2)</u>		5,218	D	\$ 5.41	320,682			D			
Class A Common Stock 02/0:		02/05/2008			SC	3)		782	D	\$ 5.05	319,	900			D		
Class A Common Stock												98,0	30			I	By L.P.
Class A Common Stock												13,8	76			I	By Spouse (5)
Class A Common Stock												15,20	08			I	By LLC
Reminder: Reno	ort on a se	enarate line for each	n class of securities	heneficially o	wned dir	ectly	or indi	rectl	V								
	<u> </u>	parate into for each	. 0.0000 01 0000011000	<u> </u>	, nou un	·ceary	Po in	erso this	ns who form a	re not r	equire	d to re		unless the	ion contair form	ed SEC	1474 (9-02
			Table II	- Derivative S								Owne	d				
1. Title of 2.		3. Transaction	3A. Deemed	4.	5. Numl	ber (6. Date	Exe	rcisable		7. Tit		Amount		9. Number of		11. Na
Security or Exercise (Month/Day/Year) and			Acquir (A) or Dispos		red sed				Secur	of Underlying Securities (Instr. 3 and 4)		Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Form of Derivation Security Direct or India	Owner y: (Instr.		
					of (D) (Instr. 3 and 5)	, 4,									Transaction(s) (Instr. 4)	(Instr. 4	4)
							Date Exercis	sable		ration	Title		Amount or Number				

Code V (A) (D)

Shares

Stock Option (right to buy)	\$ 4.28	02/04/2008	M	3,	,000	08/02/2007	08/02/2010	Common Stock	3,000	\$ 0	39,000	D	
Stock Option (right to buy)	\$ 4.26	02/04/2008	M	6,	,000	08/02/2007	08/02/2010	Class A Common Stock	6,000	\$ 0	78,000	D	

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
PENNINGTON BROOKS III							
1280 ATLANTA HIGHWAY	X						
MADISON, GA 30650							

Signatures

/s/ Stacey Cook, Attorney-in-Fact for Brooks Pennington III	02/06/2008		
**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 10b-5-1(c)(1) of the Securities Exchange Act of 1934, as amended.
- (2) Shares withheld by the Issuer in payment of the aggregate option exercise price and withholding tax liability incurred upon the above-reported exercise of options. The amount of shares withheld is based on the respective average of the high and low sales price on the date of exercise.
- (3) Sale effected under sales plan pursuant to Rule 10b5-1(c)(1) of the Securities Exchange Act of 1934, as amended.
- (4) 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.
- (5) Mr. Pennington disclaims beneficial ownership of 6,938 shares of the Issuer's Common Stock owned by his spouse and 13,876 shares of the Issuer's Class A Common Stock owned by his spouse.
- (6) 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.

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.