FORM 4

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

OMB APPRO	VAL
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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 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) 1280 ATLANTA HIGHWAY	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/10/2008					Officer (give title below)	Other (specify below	<i>i</i>)	
(Street)		4. If Amendment, D	ate Original	Filed	(Month/Day	/Year)		6. Individual or Joint/Group X_ Form filed by One Reporting P		plicable Line	:)
MADISON, GA 30650								Form filed by More than One R			
(City) (State)	(Zip)		Table I - N	on-D	erivative	Securitio	es Acqu	ired, Disposed of, or Benef			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	(Instr. 8)		4. Securities Acqu (A) or Disposed of (Instr. 3, 4 and 5)		of (D)	5. Amount of Securities Bei Owned Following Reported Transaction(s) (Instr. 3 and 4)	l Ov Fo	vnership rm:	7. Nature of Indirect Beneficial Ownership
		(World)	Code	v	Amount	(A) or (D)	Price	(listi. 3 and 4)		Indirect (astr. 4)	- · · · · · · ·
Common Stock	12/10/2008		M ⁽¹⁾		3,000	A	\$ 4.28	162,950	D		
Common Stock	12/10/2008		F ⁽²⁾		2,804	D	\$ 4.74	160,146	D		
Common Stock	12/12/2008		S ⁽³⁾		196	D	\$ 4.41	159,950	D		
Common Stock								49,040	I	9	By L.P. (4)
Common Stock								6,938	I	:	Spouse (5)
Common Stock								7,604	I		By LLC
Class A Common Stock	12/10/2008		M ⁽¹⁾		6,000	A	\$ 4.26	325,900	D		
Class A Common Stock	12/10/2008		F ⁽²⁾		5,653	D	\$ 4.66	320,247	D		
Class A Common Stock	12/12/2008		S ⁽³⁾		128	D	\$ 4.35	320,119	D		
Class A Common Stock	12/12/2008		S ⁽³⁾		219	D	\$ 4.3	319,900	D		
Class A Common Stock								98,080	I	9	By L.P. (4)
Class A Common Stock								13,876	I	:	Spouse (5)
Class A Common Stock								15,208	I		By LLC
Reminder: Report on a separate line for ea	ch class of securities	beneficially owned d		Perse in thi	ons who	re not r	require	ne collection of informati d to respond unless the DMB control number.		SEC 1	474 (9-02)
	Table II -	Derivative Securiti (e.g., puts, calls, wa	ies Acquire arrants, op	d, Dis	sposed of converti	, or Beno ble secur	eficially	Owned			
1. Title of Derivative Security (Instr. 3) 2. Conversion Date (Month/Day/Yea Price of Derivative Security	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Nur Transaction of Code Deriva	nber 6. De Expi (Montries red sed 3, 4,	nte Ex ration	ercisable		7. Titi of Un Secur	derlying Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Form of Derivativ Security: Direct (Dor Indirect)	(Instr. 4)

			Code	V	(A)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$ 4.28	12/10/2008	M			3,000	08/02/2007	08/02/2010	Common Stock	3,000	\$ 0	30,000	D	
Stock Option (right to buy)	\$ 4.26	12/10/2008	M			6,000	08/02/2007	08/02/2010	Class A Common Stock	6,000	\$ 0	60,000	D	

Reporting Owners

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

Signatures

/s/ Brooks Pennington III	12/12/2008
**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.