UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB Number: Washington, D.C. 20549 3235-0287 Estimated average burden hours per response... 0.5 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 Ty	pe Response	s)													
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) 02/02/2010						Officer (give	title below)	Oth	er (specify belo	v)	
(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 PersonForm filed by More than One Reporting Person					
(Cit	y)	(State)	(Zip)		1	Γable l	I - Non-D	erivative	Securiti	es Acqu	ired, Disposed o	of, or Benef	icially Own	ed	
(Instr. 3) Dat		2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Day	Date, if	(Instr. 8)		(A) or D	rities Acquired Disposed of (D) , 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)	Beneficial Ownership	
						Cod	le V	Amount		Price				(Instr. 4)	
Common	Stock		02/02/2010			M	1)	6,000	A	\$ 4.28	165,950			D	
Common Stock			02/02/2010			F <sup>(2</sup>	2)	3,940	D	\$ 9.72	162,010			D	
Common Stock			02/03/2010			S <sup>(3</sup>	0	2,060	D	\$ 9.65	159,950			D	
Common Stock											49,040			I	By L.P.
Common Stock											6,938			I	By Spouse
Common Stock											7,604			I	By LLC
Class A Common Stock 02			02/02/2010			M	1)	12,000	A	\$ 4.26	331,900	331,900			
Class A Common Stock			02/02/2010			F.(2	2)	8,145	D	\$ 8.895	323,755			D	
Class A Common Stock 02/			02/03/2010			S(3	0	3,655	D	\$ 8.8	320,100			D	
Class A Common Stock			02/03/2010			S <sup>(3</sup>	0	200	D	\$ 8.82	319,900			D	
Class A Common Stock											98,080			I	By L.P. (4)
Class A Common Stock											13,876			I	By Spouse
Class A Common Stock										15,208			I	By LLC	
Reminder:	Report on a	separate line for each	n class of securities b	eneficially ov	wned dire	ectly o	r indirect	y.	•	•					
							in th	is form a	re not r	required	e collection of d to respond u ol number.				1474 (9-02)
			Table II	- Derivative (							Owned				
1. Title of Derivative Conversion Security (Instr. 3)  2.		4. Transaction Code (Instr. 8)	5. Numb	per (ative les (d (A) posed	6. Date E Expiratio	Date Exercisable and piration Date Ionth/Day/Year)  7. 00 00 00 00 00 00 00 00 00 00 00 00 00			Title and Amount Underlying curities str. 3 and 4)  Security (Instr. 5)  (Instr. 5)  Reported Followin Reported Transact		Derivative Securities Beneficially	Ownersl Form of Derivati Security Direct (I or Indire	Ownershi (Instr. 4)		

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

### **Reporting Owners**

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

# **Signatures**

/s/ Brooks Pennington III	02/04/2010
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 prices on the date of exercise.
- (3) Sales 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.