FORM 4

(Print or Type Responses)

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

1. Name and Address of Reporting Person— PENNINGTON BROOKS III				2. Issuer Name and Ticker or Trading Symbol CENTRAL GARDEN & PET CO [CENT]						Check all applicable) X Director 10% Owner					
(Last) (First) (Middle) 1280 ATLANTA HIGHWAY				3. Date of Earliest Transaction (Month/Day/Year) 02/16/2010						Office	r (give title belo	ow)	Other (specify	pelow)	
(Street) MADISON, GA 30650										_X_ Form fil	5. Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City		(State)	(Zip)	Table I - Non-Derivative Securities Acqu						ired, Disposed of, or Beneficially Owned					
(Instr. 3) Date (Month/Day/Year)		2A. Deemed Execution Date, it any (Month/Day/Year	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)			7. Nature of Indirect Beneficial Ownership					
					Code	V	Amount	(A) or (D)	Price				or Indirect (I) (Instr. 4)	(Instr. 4)	
Class A	Common S	Stock	02/16/2010		G	V	7,000	D	\$ 0	315,10	8		D		
Class A (Common S	Stock	02/16/2010		S		20,000	D	\$ 8.9956 (4)	295,10	8		D		
Class A Common Stock 02/17/2010			S		23,000	D	\$ 9.1091 (5)	272,108			D				
Class A Common Stock								98,080			I	By L.P.			
Class A Common Stock								13,876			I	By Spouse			
Class A Common Stock								15,208			Ι	By LLC			
Common Stock								159,95	0		D				
Common Stock									49,040			I	By L.P.		
Common Stock									6,938			I	By Spouse		
Common Stock								7,604			I	By LLC			
Reminder:	Report on a s	separate line	for each class of sec	urities beneficially of	owned direc	Per	rsons wh	o res	form are	not requ	ction of inf uired to res OMB conf	spond unle	ess	1474 (9-02)	
1 75'-1 6		la m		Derivative Securi (e.g., puts, calls, v	varrants, o	ption	ıs, conver	tible s	ecurities)		•	0.37 1	0 10	11.37	
Derivative Security	Derivative Conversion or Exercise (Month/Day/Year) Price of Derivative Security Security		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	and (M	and Expiration Date (Month/Day/Year) Am University Section 2 (Month/Day/Year)			ount of derlying urities str. 3 and Derivative Security (Instr. 5) Ber Ow Fol Rep Tra		9. Number Derivative Securities Beneficiall Owned Following Reported Transaction (Instr. 4)	Owners Form of Derivat Security Direct (or Indir	Ownershij (Instr. 4) D) ect			

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
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Reporting Owners

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

Signatures

/s/ Brooks Pennington III	02/18/2010
**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).
- 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.
- 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.
- 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.
- (4) The range of prices for the shares of Class A Common Stock sold on this day is from \$8.92 to \$9.10. Mr. Pennington undertakes that he will provide, upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities sold at each separate price
- (5) The range of prices for the shares of Class A Common Stock sold on this day is from \$9.03 to \$9.1607. Mr. Pennington undertakes that he will provide, upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.

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.