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 Ty	pe Response	s)												
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 Director 10% Owner				
(Last) (First) (Middle) 1340 TREAT BLVD, SUITE 600				3. Date of Earliest Transaction (Month/Day/Year) 08/14/2017						Officer (give title below) Other (specify below)				
(Street) WALNUT CREEK, CA 94597				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				
(City) (State) (Zip)			Table I - Non-Derivative Securities Acqu						red, Disposed of, or Beneficially Owned					
(Instr. 3) Date		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Yea	(Instr. 8)		4. Securities Acquir or Disposed of (D) (Instr. 3, 4 and 5)		(D)		·		Ownership Form:	7. Nature of Indirect Beneficial Ownership	
			(Wolldin Day) 1 ca	Code	V	Amount	(A) or (D)	Price	(mour o und 1)			or Indirect (I) (Instr. 4)		
Class A Common Stock 08/14/2017			08/14/2017	S(1) 10,000 D \$ 34.0143 48,365					D					
Class A (Common S	stock	08/14/2017		F(3)		211	D	\$ 34.03	48,154			D	
Class A Common Stock 08/15/201			08/15/2017		S(1)		2,226	D	\$ 33.5799 (4)	45,928			D	
Class A (Common S	stock	08/15/2017		M		10,000	A	\$ 9.86	55,928			D	
Class A (Common S	stock	08/15/2017		F ⁽⁵⁾		5,293	D	\$ 33.59	50,635			D	
Class A Common Stock 08/16/201		08/16/2017		S ⁽¹⁾		4,707	D	\$ 32.9301 (6)	45,928			D		
Common Stock 08/14/201		08/14/2017		S ⁽¹⁾		9,000	D	\$ 35.113 (7)	40,040			I	By L.P.	
Class A Common Stock									3,876			I	By Spouse	
Class A Common Stock									15,208			I	By LLC (10)	
Units									1,563.368			I	401(K) Account (11)	
Common Stock								159,950			D			
Common Stock									6,938			I	By Spouse	
Common Stock								7,604			I	By LLC (10)		
Reminder	Report on a s	separate line for each	ch class of securities	beneficially owne	d directly o	or indire	ectly							
Temmder.	resport on a s	reparate line for each	on crass of securities	beneficially 6 wife	u uncerty c	Per in t	sons wh	are n	ot required	e collection of to respond MB control r	unless the		ned SEC	1474 (9-02)
			Table II	- Derivative Secu (e.g., puts, calls,						Owned				
1. Title of Derivative Conversion Security 2.		4. 5.1 Transaction of l Code Sec (Instr. 8) Accord	Number Derivative curities quired (A) Disposed	6. Date Expira	iration Date of Uno onth/Day/Year) Securi			e and Amount erlying ties 3 and 4)		9. Number Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Owners Form of y Derivat Securit Direct or India	Ownersh (y: (Instr. 4) (D) rect		

			Code	V	(A)		Date Exercisable	Expiration Date		Amount or Number of Shares				
Stock Option (Right to Buy)	\$ 9.86	08/15/2017	M			10,000	<u>(12)</u>	08/10/2018	Class A Common Stock	10,000	\$ 0	10,284	D	

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
PENNINGTON BROOKS III 1340 TREAT BLVD SUITE 600 WALNUT CREEK, CA 94597	X						

Signatures

/s/Brooks Pennington III	08/16/2017
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) Sale effected under sales plan pursuant to Rule 10b5-1(c)(1) of the Securities Exchange Act of 1934, as amended.
- The range of prices for the shares of Common Stock is from \$33.71 to \$34.28. 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.
- (3) Shares delivered by Reporting Person in payment of the withholding tax liability upon vesting of restricted stock. The amount of shares withheld is based on the average of the high and low of the sales prices of CENTA on August 14, 2017.
- (4) The range of prices for the shares of Class A Common Stock is from \$33.30 to \$33.81. 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) 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.
- (6) The range of prices for the shares of Class A Common Stock is from \$32.79 to \$33.16. 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.
- (7) The range of prices for the shares of Common Stock is from \$34.81 to \$35.43. 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.
- (8) 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.
- (9) Mr. Pennington disclaims beneficial ownership of 3,876 shares of the Issuer's Class A Common Stock owned by his spouse and 6,938 shares of the Issuer's Common Stock owned by his spouse and 6,938 shares of the Issuer's Common Stock owned by his spouse and 6,938 shares of the Issuer's Common Stock owned by his spouse and 6,938 shares of the Issuer's Common Stock owned by his spouse and 6,938 shares of the Issuer's Common Stock owned by his spouse and 6,938 shares of the Issuer's Common Stock owned by his spouse and 6,938 shares of the Issuer's Common Stock owned by his spouse and 6,938 shares of the Issuer's Common Stock owned by his spouse and 6,938 shares of the Issuer's Common Stock owned by his spouse and 6,938 shares of the Issuer's Common Stock owned by his spouse and 6,938 shares of the Issuer's Common Stock owned by his spouse and 6,938 shares of the Issuer's Common Stock owned by his spouse and 6,938 shares of the Issuer's Common Stock owned by his spouse and 6,938 shares of the Issuer's Common Stock owned by his spouse and 6,938 shares of the Issuer's Common Stock owned by his spouse and 6,938 shares of the Issuer's Common Stock owned by his spouse and 6,938 shares of the Issuer's Common Stock owned by his spouse and 6,938 shares of the Issuer's Common Stock owned by his spouse and 6,938 shares of the Issuer's Common Stock owned by his spouse and 6,938 shares of the Issuer's Common Stock owned by his spouse and 6,938 shares of the Issuer's Common Stock owned by his spouse and 6,938 shares of the Issuer's Common Stock owned by his spouse and 6,938 shares of the Issuer's Common Stock owned by his spouse and 6,938 shares of the Issuer's Common Stock owned by his spouse and 6,938 shares of the Issuer's Common Stock owned by his spouse and 6,938 shares of the Issuer's Common Stock owned by his spouse and 6,938 shares of the Issuer's Common Stock owned by his spouse and 6,938 shares of the Issuer's Common Stock owned by his spouse and 6,938 shares of the Issuer's Common Stock owned by his spouse and 6,938
- (10) 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.
- (11) The units represent interests in the CENTA Stock Fund in the Issuer's 401(k) Plan, which consist of shares of CENTA stock and cash.
- (12) One-third of the total options granted became exercisable at each of 6 months, 18 months and 30 months after February 10, 2015, the date of the grant.

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.