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

(Fillit of 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 Director 10% Owner				
(Last) (First) (Middle) 1340 TREAT BLVD, SUITE 600			3. Date of Earliest Transaction (Month/Day/Year) 09/17/2018						Officer (giv	ve title below)	Oth	er (specify bel	ow)
	(Street)		4. If Amendment,	Date Ori	iginal Fil	ed(Month/D	ay/Year)	1	6. Individual o	One Reporting	up Filing(Check Person Reporting Person		ine)
WALNUT CREEK, C	(State)	(Zip)											
			Table I - Non-Derivative Securities Acqu						· · · · · · · · · · · · · · · · · · ·				
1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year	Code (Instr.	Code (Instr. 8)		or Disposed of (D (Instr. 3, 4 and 5)		Beneficially Reported Tra	cially Owned Following ed Transaction(s)		6. Ownership Form: Direct (D)	Beneficial	
			(Month/Day/Teal	Cod	e V	Amount	(A) or (D)	Price	,		or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Class A Common Stoo	ck (09/17/2018		M		4,546	A	\$ 13.75	40,851			D	
Class A Common Stoo	ck (09/17/2018		F <u>(1</u>)	2,569	D		38,282			D	
Class A Common Stoo	ck (09/18/2018		S(2)	1,977	D	\$ 36.3007	36,305			D	
Class A Common Stock									3,876			I	By Spouse (4)
Class A Common Stoo	ck								15,208			I	By LLC (5)
Units									1,614.971			I	By 401(k) Account
Common Stock									159,950			D	
Common Stock									6,938			I	By Spouse
Common Stock									7,604			I	BY LLC
Common Stock									40,040			I	By LP
Reminder: Report on a sepa	arate line for each	n class of securities	beneficially owner	d directly	y or indir	ectly.							
			·		Per	sons wh	n this	form are n	e collection ot required alid OMB co	to respond	d unless the		1474 (9-02)
		Table II -	Derivative Secur		• .	•		•	Owned				
1. Title of 2. 3.	Transaction	3A. Deemed	(e.g., puts, calls, v			s, conver Exercisab			and Amount	8. Price of	9. Number o	f 10.	11. Natu
Derivative Conversion Da		Execution Date, if	Transaction of Code Der (Instr. 8) Sec (A) Dis of (rivative urities quired or posed D) str. 3, 4,	Expirati			of Unde Securiti (Instr. 3	erlying les 3 and 4)	Derivative Security	Derivative Securities Beneficially Owned Following Reported Transaction ((Instr. 4)	Owners Form o Derivat Security Direct (or Indir	ship of Indire f Benefici ive Ownersl y: (Instr. 4)
			Code V (A)	(D)	Date Exercisa		iration	Title	Amount or Number of Shares				

Stock Option (Right to Buy)	\$ 13.75	09/17/2018		М		4,:	546	(8)	08/09/2019	Class A Common Stock	4,546	\$ 0	10,000	D		
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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/Sonny Pennington	09/19/2018
**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) 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.
- (2) Sale effected under sales plan pursuant to Rule 10b5-1(c)(1) of the Securities Exchange Act of 1934, as amended.
- (3) The range of prices for the shares of Class A Common Stock is from \$36.06 to \$36.55. 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.
- (4) 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.
- (5) 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.
- (6) The units represent interests in the CENT Stock Fund in the Issuer's 401(k) Plan, which consist of shares of CENT stock and cash.
- (7) 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.
- (8) One-third of the total options granted became exercisable at each of 6 months, 18 months, and 30 months after February 9, 2016, 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.