

PENNINGTON BROOKS III
 Form 4
 December 12, 2008

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 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)

(Last) (First) (Middle)
 1280 ATLANTA HIGHWAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/10/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

MADISON, GA 30650

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock | 12/10/2008 | | M ⁽¹⁾ | | 3,000 | A | \$ 4.28 | |
| Common Stock | 12/10/2008 | | F ⁽²⁾ | | 2,804 | D | \$ 4.74 | |
| Common Stock | 12/12/2008 | | S ⁽³⁾ | | 196 | D | \$ 4.41 | |
| Common Stock | | | | | | | 49,040 | |
| | | | | | | | I | By L.P. ⁽⁴⁾ |
| Common Stock | | | | | | | 6,938 | |
| | | | | | | | I | By Spouse ⁽⁵⁾ |

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| | | | | | | | | |
|----------------------|------------|--|------------------|-------|---|---------|---------|--------------------------|
| Common Stock | | | | | | 7,604 | I | By LLC ⁽⁶⁾ |
| 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 | By L.P. ⁽⁴⁾ |
| Class A Common Stock | | | | | | 13,876 | I | By Spouse ⁽⁵⁾ |
| Class A Common Stock | | | | | | 15,208 | I | By LLC ⁽⁶⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. D S (I) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | \$ 4.28 | 12/10/2008 | | M | 3,000 | 08/02/2007 | 08/02/2010 | | 3,000 |

| | | | | | | | | | |
|--------------------------------------|---------|------------|--|---|-------|------------|------------|----------------------------|-------|
| Stock Option (right to buy) | | | | | | | | Common Stock | |
| 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 |

Reporting Owners

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

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.
Shares withheld by the Issuer in payment of the aggregate option exercise price and withholding tax liability incurred upon the
- (2) 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.
By BPCB Partners L.P. The general managing partner of BPCB Partners L.P. is BPCB Management Company LLC ("BPCBLLC") and
- (4) 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.
By Pennington Management Company II, LLC, in which Mr. Pennington has an ownership interest. Mr. Pennington is the President of
- (6) 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.