

PENNINGTON BROOKS III
 Form 4
 December 12, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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, 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)

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

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

1280 ATLANTA HIGHWAY

(Street)

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

MADISON, GA 30650

(City) (State) (Zip)

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 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⁾

Edgar Filing: PENNINGTON BROOKS III - Form 4

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.

SEC 1474
(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

