CENTRAL GARDEN & PET CO

Form 4

August 06, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB

3235-0287 Number: January 31, Expires:

OMB APPROVAL

2005 Estimated average

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

PENNINGTON BROOKS III

				CENTRAL GARDEN & PET CO [CENT]				CO	(Check all applicable)			
				3. Date of Earliest Transaction (Month/Day/Year) 08/02/2007					_X_ Director 10% Owner Officer (give title below) Other (specify below)			
					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)	Tabl	e I - Non-D	erivative	Secur	ities Acaı	uired, Disposed of, or Beneficially Owned			
	1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Execution		3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ties Adisposed 4 and (A) or	cquired d of (D)	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 Indirect Beneficial Ownership (Instr. 4)	
	Common Stock	08/02/2007			$M_{\underline{(1)}}$	3,000	A	\$ 4.28	162,950	D		
	Common Stock	08/02/2007			F(2)	1,650	D	\$ 12.83	161,300	D		
	Common Stock	08/03/2007			S(3)	1,350	D	\$ 12.8	159,950	D		
	Common Stock								49,040	I	By L.P. <u>(4)</u>	
	Common Stock								6,938	I	By Spouse (5)	

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Common Stock						7,604	I	By LLC (6)
Class A Common Stock	08/02/2007	M <u>(1)</u>	6,000	A	\$ 4.26	325,900	D	
Class A Common Stock	08/02/2007	F(2)	3,361	D	\$ 12.22	322,539	D	
Class A Common Stock	08/03/2007	S(3)	1,200	D	\$ 12.53	321,339	D	
Class A Common Stock	08/03/2007	S(3)	1,439	D	\$ 12.44	319,900	D	
Class A Common Stock						98,080	I	By L.P. <u>(4)</u>
Class A Common Stock						13,876	I	By Spouse (5)
Class A Common Stock						15,208	I	By LLC

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)	4. Transactic Code (Instr. 8)	5. Number out 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)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	\$ 4.28	08/02/2007	M	3,000	08/02/2007	08/02/2010		3,000

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Stock Option (right to buy)							Common Stock	
Stock Option (right to buy)	\$ 4.26	08/02/2007	М	6,000	08/02/2007	08/02/2010	Class A Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

PENNINGTON BROOKS III
1280 ATLANTA HIGHWAY X

MADISON, GA 30650

Signatures

/s/ Brooks
Pennington III

**Signature of Reporting

Date

**Signature of Reporting
Person

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 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.

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