

PENNINGTON BROOKS III

Form 4/A

May 14, 2012

# 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)  
05/10/2012

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

MADISON, GA 30650

4. If Amendment, Date Original Filed(Month/Day/Year)  
05/14/2012

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

(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 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)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	05/10/2012		S	D	35,000	92,042 <sup>(5)</sup>	D
						<u>(1)</u>	
Class A Common Stock	05/14/2012		G	V	4,000	\$ 0	3,876
							I
							By Spouse <sup>(2)</sup>
Class A Common Stock						15,208	I
							By LLC <sup>(3)</sup>
Class A Common						38,080	I
							By L.P. <sup>(4)</sup>



## Edgar Filing: PENNINGTON BROOKS III - Form 4/A

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.

- 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) The sole purpose of this amendment to the Form 4 filed on May 14, 2012 with the U.S. Securities and Exchange Commission is to correct the number of shares of Class A Common Stock beneficially owned by Mr. Pennington following the Reported Transaction.

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.