#### PENNINGTON BROOKS III

Form 4 May 06, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

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

Check this box

**SECURITIES** 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 1(b).

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \* PENNINGTON BROOKS III

2. Issuer Name and Ticker or Trading

Symbol

CENTRAL GARDEN & PET CO

Issuer

5. Relationship of Reporting Person(s) to

[CENT]

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 05/02/2008

\_X\_\_ Director 10% Owner Officer (give title \_ Other (specify

(Check all applicable)

1280 ATLANTA HIGHWAY (Street)

(First)

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

below)

MADISON, GA 30650

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
C			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	05/02/2008		M <u>(1)</u>	3,000	A	\$ 4.28	162,950	D	
Common Stock	05/02/2008		F(2)	2,661	D	\$ 5.25	160,289	D	
Common Stock	05/05/2008		S(3)	339	D	\$ 5.13	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	05/02/2008	M(1)	6,000	A	\$ 4.26	325,900	D	
Class A Common Stock	05/02/2008	F(2)	5,485	D	\$ 4.955	320,415	D	
Class A Common Stock	05/05/2008	S(3)	515	D	\$ 4.85	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
						15,208	I	

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 conf 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
Stock Option (right to buy)	\$ 4.28	05/02/2008		M		3,000	08/02/2007	08/02/2010	Common Stock	3,000

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Stock							Class A	
Option (right to	\$ 4.26	05/02/2008	M	6,000	08/02/2007	08/02/2010	Common	6,000
buy)							Stock	

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

PENNINGTON BROOKS III
1280 ATLANTA HIGHWAY X

MADISON, GA 30650

# **Signatures**

/s/ Stacey Cook, attorney-in-fact for Brooks
Pennington III 05/06/2008

\*\*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 BPCBLC. Mr. Pennington disclaims beneficial ownership of the reported securities except to the
- (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.

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