PENNINGTON BROOKS III

Form 4

February 06, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB

Expires:

Washington, D.C. 20549

3235-0287 Number: January 31,

2005

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per 0.5

Form 5 obligations may continue. See Instruction

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

response...

1(b).

(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) 1280 ATLAN	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/02/2012	_X_ Director 10% Owner Officer (give title below) Other (specify below)		
	(Street)		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		
MADISON, GA 30650				Form filed by More than One Reporting Person		

MADISON,	GA	30	065()
----------	----	----	------	---

(City)	(State)	Zip) Table	e I - Non-D	erivative S	Securi	ties Acq	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)		Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)		4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Class A Common Stock	02/02/2012		M <u>(1)</u>	5,097		\$ 6.54	274,997	D	
Class A Common Stock	02/02/2012		F(2)	4,018	D	\$ 9.83	270,979	D	
Class A Common Stock	02/03/2012		S(3)	1,079	D	\$ 10.1	269,900	D	
Class A Common							98,080	I	By L.P (4)

Edgar Filing: PENNINGTON BROOKS III - Form 4

\sim		4	
Si	tΩ		7
			•

Class A Common Stock	13,876	I	By Spouse (5)
Class A Common Stock	15,208	I	By LLC <u>(6)</u>

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. Transacti Code (Instr. 8)	5. Number ction f Derivative Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		mof Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		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)	\$ 6.54	02/02/2012		M		5,097	10/02/2010	08/09/2012	Class A Common Stock	5,097

Reporting Owners

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

Signatures

/s/ Stacey Cook, as Attorney-in-Fact for Brooks
Pennington, III

02/06/2012

**Signature of Reporting Person Date

Reporting Owners 2

Edgar Filing: PENNINGTON BROOKS III - Form 4

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 10b5-1(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 prices on the date of exercise.
- (3) Sales 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 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.