#### PENNINGTON BROOKS III

Form 4 May 06, 2009

## FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

**OMB APPROVAL** 

Form 4 or 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

burden hours per response... 0.5

1(b).

Stock

Stock

Common

(Print or Type Responses)

DEMNINGTON DROOKS III			2. Issue Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
CENTR [CENT]				RAL GARDEN & PET CO				(Check all applicable)			
(Last) (First) (Middle) 3. Date of (Month/D) 1280 ATLANTA HIGHWAY 05/04/20				•				_X_ Director 10% Owner Officer (give title Other (specify below)			
(Street) 4. If Ar				Amendment, Date Original (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			
MADISON	I, GA 30650							Person	iore man One Re	porung	
(City)	(State)	(Zip)	Tab	le I - Non-E	) Perivative	Secui	rities Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	itle of 2. Transaction Date 2A. Deemed urity (Month/Day/Year) Execution Date, if			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			d of (D) 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)	
Common Stock	05/04/2009			Code V  M(1)	Amount 3,000	(D)	Price \$ 4.28	162,950	D		
Common Stock	05/04/2009			F(2)	2,000	D	\$ 9.3825	160,950	D		
Common Stock	05/04/2009			S(3)	1,000	D	\$ 9.39	159,950	D		
Common Stock								49,040	I	By L.P. <u>(4)</u>	

By

Spouse (5)

Ι

6,938

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Common Stock						7,604	I	By LLC <u>(6)</u>
Class A Common Stock	05/04/2009	M(1)	6,000	A	\$ 4.26	328,959	D	
Class A Common Stock	05/04/2009	F(2)	3,990	D	\$ 8.85	324,969	D	
Class A Common Stock	05/04/2009	S(3)	300	D	\$ 8.95	324,669	D	
Class A Common Stock	05/04/2009	S(3)	400	D	\$ 8.94	324,269	D	
Class A Common Stock	05/04/2009	S(3)	1,310	D	\$ 8.93	322,959	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 SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)		Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V		and 5) (A)	(D)	Date	Expiration	Title	Amount
				Co <b>uc</b> ,	• ,	(11)	(2)	Exercisable	Date	Title	or Number

(9-02)

								of Shares
Stock Option (right to buy)	\$ 4.28	05/04/2009	M	3,000	08/02/2007	08/02/2010	Common Stock	3,000
Stock Option (right to buy)	\$ 4.26	05/04/2009	M	6,000	08/02/2007	08/02/2010	Class A Common Stock	6,000

## **Reporting Owners**

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

## **Signatures**

/s/ Brooks
Pennington III

\*\*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 prices on Friday, May 1, 2009 and Monday, May 4, 2009.
- (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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