

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<u>Walker John D. III</u>			<u>CENTRAL GARDEN & PET CO [CENT]</u>			Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, Garden Consumer Pro</u>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<u>1340 TREAT BLVD</u> <u>SUITE 600</u>			<u>02/26/2024</u>					
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)			<input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>WALNUT CREEK CA 94597-7578</u>								
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	02/26/2024		M		27,856	A	\$21.76 ⁽¹⁾	105,307	D	
Class A Common Stock	02/26/2024		F ⁽²⁾		21,562	D	\$36.86	83,745	D	
Class A Common Stock	02/26/2024		M		26,316	A	\$22.8 ⁽³⁾	110,061	D	
Class A Common Stock	02/26/2024		F ⁽²⁾		20,780	D	\$36.86	89,281	D	
Units								10,105	I	By 401(k) Plan ⁽⁴⁾

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 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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$21.76 ⁽⁵⁾	02/26/2024		M			27,856 ⁽⁵⁾	(6)	02/13/2025	Class A Common Stock ⁽⁵⁾	27,856 ⁽⁵⁾	\$0	0	D	
Stock Option (Right to Buy)	\$22.8 ⁽⁷⁾	02/26/2024		M			26,316 ⁽⁷⁾	(8)	02/10/2026	Class A Common Stock ⁽⁷⁾	26,316 ⁽⁷⁾	\$0	0	D	

Explanation of Responses:

- On December 7, 2023, Company declared a stock dividend, payable to all holders on record of Common Stock and Class A Common Stock as of January 8, 2024, of one share of Class A Common Stock for every four shares of Common Stock and Class A Common Stock outstanding. At the same time, pursuant to anti-dilution provisions, an option for 22,285 shares Class A Common Stock on January 8, 2024 became exercisable for 27,856 shares of Class A Common Stock.
- Shares withheld by the Issuer in payment of the aggregate option exercise price and withholding tax liability incurred upon the 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.
- On December 7, 2023, Company declared a stock dividend, payable to all holders on record of Common Stock and Class A Common Stock as of January 8, 2024, of one share of Class A Common Stock for every four shares of Common Stock and Class A Common Stock outstanding. At the same time, pursuant to anti-dilution provisions, an option for 21,053 shares Class A Common Stock on January 8, 2024 became exercisable for 26,316 shares of Class A Common Stock.
- The units represent interests in the CENTA Stock Fund in the Issuer's 401(k) Plan, which consist of shares of CENTA stock and cash.
- This option was previously reported as an option for 22,285 shares of Class A Common Stock at an exercise price of \$27.20 per share, but was adjusted to reflect the stock dividend declared by Company on December 7, 2023. As a result of the stock dividend, the option also entitled the Reporting Person to receive, upon exercise, 5,571 shares of Class A Common Stock for no additional consideration.
- Options were granted on February 13, 2019, and all shares are vested and have been exercised.
- This option was previously reported as an option for 21,053 shares of Class A Common Stock at an exercise price of \$28.50 per share, but was adjusted to reflect the stock dividend declared by Company on December 7, 2023. As a result of the stock dividend, the option also entitled the Reporting Person to receive, upon exercise, 5,263 shares of Class A Common Stock for no additional consideration.
- Options were granted on February 10, 2020, and all shares are vested and have been exercised.

/s/Filomena Eickstaedt as
Attorney-in-Fact for John D.
Walker III

02/28/2024

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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