

FORM 4

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Walker John D. 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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ President, Garden Consumer Pro		
(Last) (First) (Middle) 1340 TREAT BOULEVARD, SUITE 600			3. Date of Earliest Transaction (Month/Day/Year) 05/10/2021					
(Street) WALNUT CREEK, CA 94597-7578			4. If Amendment, Date Original Filed(Month/Day/Year) 05/11/2021			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	05/10/2021		M		19,500	A	\$ 13.82	118,052	D	
Class A Common Stock	05/10/2021		F ⁽¹⁾		9,304 ⁽²⁾	D	\$ 54.86	108,748 ⁽³⁾	D	
Units								8,105	I	By 401(k) Plan ⁽⁴⁾

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

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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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$ 13.82	05/10/2021		M		19,500	⁽⁵⁾	01/29/2022	Class A Common Stock	19,500	\$ 0	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walker John D. III 1340 TREAT BOULEVARD SUITE 600 WALNUT CREEK, CA 94597-7578			President, Garden Consumer Pro	

Signatures

/s/John D Walker III	05/14/2021
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) 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.
- (2) The purpose of this amendment to the Form 4 filed on May 11, 2021 with the U.S. Securities and Exchange Commission is to correct the number of shares of Class A Common Stock withheld by the Issuer in payment of the aggregate option exercise and withholding tax liability incurred upon the above-reported exercise of options.
- (3) The purpose of this amendment to the Form 4 filed on May 11, 2021 with the U.S. Securities and Exchange Commission is to correct the number of shares of Class A Common Stock beneficially owned by Mr. Walker following the Reported Transaction.
- (4) 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.
- (5) Options were granted on January 29, 2016 and are fully vested.

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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