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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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 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 * <u>BROWN WILLIAM E</u> <hr/> (Last) (First) (Middle) <u>C/O CENTRAL GARDEN & PET COMPANY</u> <u>1340 TREAT BLVD, SUITE 600</u> <hr/> (Street) <u>WALNUT CREEK CA 94597</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CENTRAL GARDEN & PET CO [CENT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <p style="text-align: center;">Chairman</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/09/2024</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	02/09/2024		F		1,499 ⁽¹⁾	D	\$37.52	1,892,722 ⁽²⁾	D	
Class A Common Stock	02/10/2024		F		1,517 ⁽³⁾	D	\$37.09	1,891,205	D	
Class A Common Stock								413,640 ⁽⁴⁾	I	By Irrevocable Trusts ⁽⁵⁾

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					

Explanation of Responses:

- Shares withheld by the Issuer in payment of the withholding tax liability incurred upon the vesting of restricted stock. The amount of shares withheld is based on the average of the high and low sales prices on February 9, 2024.
- On December 7, 2023, Company declared a stock dividend, payable to all holders of record of Common Stock, Class A Common Stock and Class B Stock as of January 8, 2024, of one share of Class A Common Stock for each four shares of Common Stock, Class A Common Stock or Class B Stock outstanding. As a result, the Reporting Person received 973,587 shares of Class A Common Stock as of February 8, 2024.
- Shares withheld by the Issuer in payment of the withholding tax liability incurred upon the vesting of restricted stock. The amount of shares withheld is based on the average of the high and low sales prices on February 9, 2024 and on February 12, 2024.
- On December 7, 2023, Company declared a stock dividend, payable to all holders of record of Class A Common Stock as of January 8, 2024, of one share of Class A Common Stock for each four shares of Class A Common Stock outstanding. As a result, the Irrevocable Trusts received 82,728 shares of Class A Common Stock as of February 8, 2024.
- These securities are owned directly by various family Irrevocable Trusts and indirectly by the Reporting Person and his spouse as co-trustees of the Irrevocable Trusts. The Reporting Person and his spouse, as co-trustees, have and share investment control over the securities held in each of the Irrevocable Trusts but disclaim beneficial ownership of the reported securities held by the Irrevocable Trusts except to the extent of his and his wife's pecuniary interest therein.

/s/ William E. Brown

02/13/2024

** 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.

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 Number.