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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 * <u>Dougher Brendan</u>  (Last) (First) (Middle) 1340 TREAT BLVD, SUITE 600  (Street) WALNUT CREEK CA 94597  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CENTRAL GARDEN &amp; PET CO [ CENT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/29/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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	05/29/2024		M <sup>(1)</sup>		2,520	A	\$29.712	13,804	D	
Class A Common Stock	05/29/2024		F <sup>(2)</sup>		1,948	D	\$38.45	11,856	D	
Class A Common Stock	05/29/2024		M <sup>(3)</sup>		1,000	A	\$35.216	12,856	D	
Class A Common Stock	05/29/2024		F <sup>(2)</sup>		916	D	\$38.45	11,940	D	
Class A Common Stock	05/29/2024		M <sup>(4)</sup>		3,975	A	\$33.536	15,915	D	
Class A Common Stock	05/29/2024		F <sup>(2)</sup>		3,467	D	\$38.45	12,448	D	

**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					
Stock Option (Right to Buy)	\$29.712 <sup>(5)</sup>	05/29/2024		M			2,520 <sup>(5)</sup>	<sup>(6)</sup>	10/07/2026	Class A Common Stock <sup>(5)</sup>	\$0	0	D	
Stock Option (Right to Buy)	\$35.216 <sup>(7)</sup>	05/29/2024		M			1,000 <sup>(7)</sup>	<sup>(8)</sup>	02/09/2027	Class A Common Stock <sup>(7)</sup>	\$0	4,680	D	
Stock Option (Right to Buy)	\$33.536 <sup>(9)</sup>	05/29/2024		M			3,975 <sup>(9)</sup>	<sup>(10)</sup>	02/08/2028	Class A Common Stock <sup>(9)</sup>	\$0	1,988	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 2016 shares Class A Common Stock on January 8, 2024 became exercisable for 2520 shares of Class A Common Stock.
- Shares withheld by the Issuer in payment of the aggregate option exercise price 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 4544 shares Class A Common Stock on January 8, 2024 became exercisable for 5680 shares of Class A Common Stock.
- 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 4771 shares Class A Common Stock on January 8, 2024 became exercisable for 5963 shares of Class A Common Stock.
- This option was previously reported as an option for 2016 shares of Class A Common Stock at an exercise price of \$37.14 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, 504 shares of Class A Common Stock for no additional consideration.
- Options were granted on October 7, 2020, and all shares are vested and have been exercised.
- This option was previously reported as an option for 4544 shares of Class A Common Stock at an exercise price of \$44.02 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, 1136 shares of Class A Common Stock for no additional consideration.

8. Options were granted on February 9, 2021, and all shares are vested and are exercisable.

9. This option was previously reported as an option for 4771 shares of Class A Common Stock at an exercise price of \$41.92 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, 1192 shares of Class A Common Stock for no additional consideration.

10. One-third of the total options granted will become exercisable at each of 6 months, 18 months and 30 months after February 8, 2022, the date of the grant.

/s/Filomena Eickstaedt as  
Attorney-in-Fact for Brendan      05/30/2024  
Dougher

\*\* 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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