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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>PENNINGTON BROOKS III</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 & 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) 08/12/2024	
	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	08/12/2024		M ⁽¹⁾		4,483	A	\$22.3	45,226	D	
Class A Common Stock	08/12/2024		F ⁽²⁾		2,997	D	\$33.37	42,229	D	
Class A Common Stock	08/13/2024		S ⁽³⁾		1,486	D	\$32.8001 ⁽⁴⁾	40,743	D	
Class A Common Stock								6,579	I	By Spouse ⁽⁵⁾
Class A Common Stock								20,911	I	By LLC ⁽⁶⁾
Class A Common Stock								43,750	I	By BPCP ⁽⁷⁾
Common Stock								6,938	I	By Spouse ⁽⁵⁾
Common Stock								7,604	I	By LLC ⁽⁶⁾
Common Stock								133,598	D	
Units								2,241.088	I	By 401(k) Plan ⁽⁸⁾

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)	\$22.3 ⁽⁹⁾	08/12/2024		M		4,483 ⁽¹⁰⁾		(11)	02/12/2025	Class A Common Stock	\$0	0	D	

Explanation of Responses:

- Options exercised under sales plan pursuant to Rule 10b5-1(c)(1) of the Securities Exchange Act of 1934, as amended.
- Shares withheld by the Issuer in payment of the aggregate option exercise price 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.
- Sale effected under sales plan pursuant to Rule 10b5-1(c)(1) of the Securities Exchange Act of 1934, as amended.
- The range of prices for the shares of Class A Common Stock is from \$32.53 to \$33.44. The Reporting Person undertakes that the Reporting Person will provide, upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.
- Mr. Pennington disclaims beneficial ownership of 6,579 shares of the Issuer's Class A Common Stock owned by his spouse and 6,938 shares of the Issuer's 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.

7. By BPCB Timber Company, LLC, in which Mr. Pennington has an ownership interest. Mr. Pennington is the Managing Member of BPCB Timber Company, LLC. Mr. Pennington disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

8. 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.

9. This option was previously reported as an option for 3,587 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, 896 shares of Class A Common Stock for no additional consideration.

10. 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 3,587 shares Class A Common Stock on January 8, 2024 became exercisable for 4,483 shares of Class A Common Stock.

11. Options were granted on February 12, 2019 and all shares are vested and are exercisable.

/s/Brooks M Pennington III

08/14/2024

** 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.