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CENTURI HOLDINGS, INC.

Reported by

ICAHN CARL C

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/12/26 for the Period Ending 11/09/26

Address	19820 NORTH 7TH AVENUE SUITE 120 PHOENIX, AZ, 85027
Telephone	(623) 582-1235
CIK	0001981599
Symbol	CTRI
SIC Code	0000 - Unknown
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FORM 4

☐ 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 that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

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

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)
ICAHN CARL C	**Centuri Holdings, Inc. [CTRI]**	____ Director __**X**__ 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	____ Officer (give title below) _____ Other (specify below)
C/O ICAHN ENTERPRISES L.P. **16690 COLLINS AVE., PH-1**	**11/9/2026**	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
SUNNY ISLES BEACH FLORIDA 33160		___ Form filed by One Reporting Person _ **X** _ Form filed by More than One Reporting Person
(City) (State) (Zip/Postal Code)		
UNITED STATES		
(Country)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			
Common Stock, $0.01 par value per share	**11/9/2026**		**S**		**625,570**	**D**	**$21**	**13,710,474**	**I**	**Please see footnotes (1) (2)(3)(4)(5)**
Common Stock, $0.01 par value per share	**11/10/2026**		**S**		**374,430**	**D**	**$21**	**13,336,044**	**I**	**Please see footnotes (1) (2)(3)(4)(5)**
Common Stock, $0.01 par value per share	**11/11/2026**		**S**		**175,733**	**D**	**$19.72**	**13,160,311**	**I**	**Please see footnotes (1) (2)(3)(4)(5)**
Common Stock, $0.01 par value per share	**11/12/2026**		**S**		**324,700**	**D**	**$17.5**	**12,835,611**	**I**	**Please see footnotes (1) (2)(3)(4)(5)**

Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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				

Explanation of Responses:

(1) This Form 4 is being filed by, and on behalf of, Mr. Carl C. Icahn and Icahn Partners LP ("Icahn Partners" and, collectively with Mr. Icahn, the "Reporting Persons") with respect to the shares of the common stock, $0.01 par value per share (the "Shares"), of Centuri Holdings, Inc. (the "Issuer").

(2) Beckton Corp. ("Beckton") is the sole stockholder of Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is the general partner of Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"). Icahn Enterprises Holdings is the sole member of AEPC Holdings LLC, which is the sole member of IPH GP LLC ("IPH"), which is the general partner of Icahn Capital LP ("Icahn Capital"). Icahn Capital is the general partner of Icahn Onshore LP ("Icahn Onshore"). Icahn Onshore is the general partner of Icahn Partners.

(3) Beckton is 100 percent owned by Mr. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of

Icahn Partners.

(4) Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton, and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under Securities Exchange Act of 1934, as amended), the Shares that Icahn Partners owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton, and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein, if any.

(5) After giving effect to the transactions above, Icahn Partners directly beneficially owns 12,835,611 Shares.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ICAHN CARL C C/O ICAHN ENTERPRISES L.P. 16690 COLLINS AVE., PH-1 SUNNY ISLES BEACH FLORIDA 33160 UNITED STATES		**X**		
ICAHN PARTNERS LP 16690 COLLINS AVE. PH SUNNY ISLES FLORIDA 33160 UNITED STATES		**X**		

Signatures

/s/ Carl C. Icahn	**11/12/2026**
******Signature of Reporting Person	Date
ICAHN PARTNERS LP, /s/ Jesse Lynn, Chief Operating Officer	**11/12/2026**
******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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