

PRIMO WATER CORP /CN/

Reported by **HESS BETTY JANE**

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/07/12 for the Period Ending 11/05/12

Address 4221 W. BOY SCOUT BLVD.

SUITE 400

TAMPA, FL, 33607

Telephone 813-313-1732

CIK 0000884713

Symbol PRMW

SIC Code 2086 - Bottled and Canned Soft Drinks and Carbonated Waters

Industry Non-Alcoholic Beverages

Sector Consumer Non-Cyclicals

Fiscal Year 12/28



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

UNITED STATES SECURITIES AND EXCHANGE **COMMISSION**

Washington, D.C. 20549

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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

				2. Issuer Name and Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
Hess Betty Ja	ne				CO	TT CO	RP/(√ [C	TC]						
•				3. Date of Earliest Transaction (MM/DD/YYYY)						X Director 10% Owner							
													Office below)	r (give title b	pelow) _	Other	specify
COTT CORP			5519 V	V.			11	/5	5/2012				, ,				
IDLEWILD A		E															
	(Street)					Amendm DD/YYYY)		ate	Origir	ıal l	Filed		6. Individ Applicable L		nt/Group I	Filing (Che	eck
TAMPA, FL	33634																
(City)	(State)		(Zip)												Reporting Per han One Repo		1
		Tak	la I Ma	D	. : 4 : _	C	:4:aa A			D:		e D		O · J			
1.Title of Security		Tan	ole 1 - No		rans.	2A.	3. Trans		<u> </u>		•		Seneficially		ally Owned	6.	7. Nature
(Instr. 3)			Date		Deemed Execution	Code		4. Securities (A) or Dispos (Instr. 3, 4 and		sed of (D) Follow		nount of Securities Beneficially Owned wing Reported Transaction(s) 3 and 4)			Ownership Form:	of Indirect Beneficial	
						Date, if any				(A)						Direct (D) or Indirect	Ownership (Instr. 4)
							Code	v	Amount	or (D)	Price					(I) (Instr. 4)	
Common Shares				11/5	5/2012		S		15490	D	\$7.93 (1)		9.	2848		D	
Common Shares				11/7	7/2012		G		26000	D	\$0		6	6848		D	
Common Shares				11/5	5/2012		S		2000	D	\$7.90		3	3000		I	by spouse as sole trustee of CT
Common Shares				11/5	5/2012		s		3000	D	\$7.90			0		I	by spouse through RT
Tab	ole II - De	rivati	ve Secur	ities I	Benef	icially O	wned	(e	. <i>g</i> pu	ts.	calls, wa	arrant	s, options	. convert	ible secur	ities)	
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans.	3A. Deemed	4. Trans. Code (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 1. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) 2. Amount or Number of Date Expiration Date Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number	10. Ownership Form of	11. Nature of Indirect Beneficial Ownership (Instr. 4)								
				Code	V (A)	(D)	1	sab	le Date	uon	Title Shar		Number of		(s) (Instr. 4)		

Explanation of Responses:

(1) These shares were sold in multiple transactions at prices ranging from \$7.92USD to \$7.95USD inclusive. The reporting person undertakes to provide to Cott Corporation, any security holder of Cott Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in Footnote (1) to this Form 4.

Reporting Owners

rieborerië e wriere							
Deporting Orymon Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Hess Betty Jane COTT CORPORATION 5519 W. IDLEWILD AVENUE	X						

TAMPA, FL 33634				
Signatures				
/s/ Marni Morgan Poe, Attorney-in-fact	11/7/2012			
** 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 control number.