

# PRIMO WATER CORP /CN/

Reported by  
**WEISE FRANK E III**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/06/04 for the Period Ending 05/04/04

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	12/02

# FORM 4

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

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

## 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

<b>1. Name and Address of Reporting Person -*</b>  <b>WEISE FRANK E III</b>  (Last) (First) (Middle)  <b>61 SAGO PALM RD</b>  (Street)  <b>VERO BEACH, FL 92963</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>COTT CORP /CN/ [ COT ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Chairman and CEO</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>5/4/2004</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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 Shares	5/4/2004		M		150000	A	\$12.18 (1)	353950.333	D	
Common Shares	5/4/2004		S		10500	D	\$31.43 (2)	343450.333	D	
Common Shares	5/4/2004		S		117300	D	\$31.39 (3)	226150.333	D	
Common Shares	5/5/2004		S		500	D	\$31.54 (4)	225650.333	D	
Common Shares	5/5/2004		S		6800	D	\$31.47 (5)	218850.333	D	
Common Shares	5/5/2004		S		600	D	\$31.43 (6)	218250.333	D	
Common Shares	5/5/2004		S		2500	D	\$31.36 (7)	215750.333	D	
Common Shares	5/5/2004		S		2500	D	\$31.4 (8)	213250.333	D	
Common Shares	5/5/2004		S		4000	D	\$31.34 (9)	209250.333	D	
Common Shares	5/5/2004		S		2000	D	\$31.5 (10)	207250.333	D	
Common Shares	5/5/2004		S		2100	D	\$31.53 (11)	205150.333	D	
Common Shares	5/5/2004		S		51200	D	\$31.5 (12)	153950.333 (13)	D	

**Table II - Derivative Securities 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. 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				
Stock Options	\$12.18 (14)	5/4/2004		M			150000	(15)	7/3/2008	Common Shares	150000	\$0	350000 (16)	D	

**Explanation of Responses:**

- (1) The U.S. dollar price represents the conversion of (Cdn)\$16.68 to U.S. dollars on the transaction date.
- (2) The U.S. dollar price represents the conversion of (Cdn)\$43.05 to U.S. dollars on the transaction date.
- (3) The U.S. dollar price represents the conversion of (Cdn)\$43.00 to U.S. dollars on the transaction date.
- (4) The U.S. dollar price represents the conversion of (Cdn)\$43.30 to U.S. dollars on the transaction date.
- (5) The U.S. dollar price represents the conversion of (Cdn)\$43.20 to U.S. dollars on the transaction date.
- (6) The U.S. dollar price represents the conversion of (Cdn)\$43.15 to U.S. dollars on the transaction date.
- (7) The U.S. dollar price represents the conversion of (Cdn)\$43.05 to U.S. dollars on the transaction date.
- (8) The U.S. dollar price represents the conversion of (Cdn)\$43.10 to U.S. dollars on the transaction date.
- (9) The U.S. dollar price represents the conversion of (Cdn)\$43.02 to U.S. dollars on the transaction date.

- (10) The U.S. dollar price represents the conversion of (Cdn)\$43.24 to U.S. dollars on the transaction date.
- (11) The U.S. dollar price represents the conversion of (Cdn)\$43.28 to U.S. dollars on the transaction date.
- (12) The U.S. dollar price represents the conversion of (Cdn)\$43.25 to U.S. dollars on the transaction date.
- (13) Includes 151,778 Shares held directly; 2,172.14 vested Shares held pursuant to the Restated Cott USA 401(k) Savings and Retirement Plan (as at 01/31/04); and 0.193 Shares held in trust that were acquired pursuant to the Executive Incentive Share Compensation Plan (the "Plan") that vested on or before 01/02/04. The reporting individual also holds 77,054.025 unvested Shares held in trust that were acquired pursuant to the Plan in 2002, 2003 and 2004.
- (14) The exercise price is (Cdn)\$16.68 under the terms of the option plan pursuant to which Mr. Weise received the Stock Options. The price found in column 2 above represents the conversion of (Cdn)\$16.68 to U.S. dollars on the date of the exercise.
- (15) Options vest at 13,888 per month on the 3rd of each month for the next 36 months.
- (16) The number includes only those of the particular class of options.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEISE FRANK E III 61 SAGO PALM RD VERO BEACH, FL 92963	X		Chairman and CEO	

**Signatures**

**Andrea Szanto, by power of attorney**

**5/6/2004**

\*\*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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