

# PRIMO WATER CORP /CN/

Reported by  
**BENADIBA MARK**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/07/04 for the Period Ending 05/06/04

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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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

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)		
<b>BENADIBA MARK</b>			<b>COTT CORP /CN/ [ COT ]</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Executive Vice President</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>25 PARKWOOD AVE</b>			<b>5/6/2004</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
<b>TORONTO, A6 M4V 2W9</b>								
(City) (State) (Zip)								

**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	5/6/2004		M		36000	A	\$23.06 (1)	46000.964	D	
Common Shares	5/6/2004		S		14100	D	\$32.11 (2)	31900.964	D	
Common Shares	5/6/2004		S		17900	D	\$32.22 (3)	14000.964	D	
Common Shares	5/6/2004		S		600	D	\$32.23 (4)	13400.964	D	
Common Shares	5/6/2004		S		3300	D	\$32.29 (5)	10100.964	D	
Common Shares	5/6/2004		S		100	D	\$32.47 (6)	10000.964 (7)	D	

**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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options	\$23.06 (8)	5/6/2004		M		36000	(9)	5/2/2009	Common Shares	36000	\$0	24000 (10)	D	

### Explanation of Responses:

- The U.S. dollar price represents the conversion of (Cdn)\$31.77 to U.S. dollars on the date of the transaction.
- The U.S. dollar price represents the conversion of (Cdn)\$44.25 to U.S. dollars on the date of the transaction.
- The U.S. dollar price represents the conversion of (Cdn)\$44.40 to U.S. dollars on the date of the transaction.
- The U.S. dollar price represents the conversion of (Cdn)\$44.41 to U.S. dollars on the date of the transaction.
- The U.S. dollar price represents the conversion of (Cdn)\$44.50 to U.S. dollars on the date of the transaction.
- The U.S. dollar price represents the conversion of (Cdn)\$44.75 to U.S. dollars on the date of the transaction.
- Includes 9,999.98, Shares held directly; and 0.984 vested Shares held in trust pursuant to the Executive Incentive Share Compensation Plan (the "Plan") that vested on or before 01/02/04. The reporting individual also 13,777.496 unvested Shares in trust that were acquired pursuant to the Plan in 2002, 2003 and 2004.
- The stock options were granted at an exercise price of Cdn\$31.77. The U.S. dollar price represents the conversion of Cdn\$31.77 to U.S. dollars on the date of the grant.
- The stock options were granted pursuant to the Restated Cott Corporation 1986 Common Share Option Plan, as amended, and vest over a period of three years with 30% vesting on each of May 2, 2003 and May 2, 2004, and 40% vesting on May 2, 2005.
- The number includes only those of the particular class of options.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENADIBA MARK 25 PARKWOOD AVE TORONTO, A6 M4V 2W9			Executive Vice President	

**Signatures**

**Andrea Szanto, by power of attorney**

**5/7/2004**

\*\* 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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