

PRIMO WATER CORP /CN/

Reported by
ROSENFELD ERIC

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/10/11 for the Period Ending 05/06/11

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

FORM 4

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

OMB APPROVAL
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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

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)	
ROSENFELD ERIC		COTT CORP /CN/ [COT]		<input checked="" type="checkbox"/> Director _____ 10% Owner	
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)		_____ Officer (give title below) _____ Other (specify below)		
C/O CRESCENDO PARTNERS, 825 THIRD AVENUE, 40TH FLOOR		5/6/2011			
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)		
NEW YORK, NY 10022				<input checked="" type="checkbox"/> Form filed by One Reporting Person	
(City) (State) (Zip)			_____ 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. 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	5/6/2011		S		45000	D	\$8.65	5921455	I	By Crescendo Partners II, L.P. Series I
Common Shares	5/9/2011		S		133333	D	\$8.50	5788122	I	By Crescendo Partners II, L.P. Series I
Common Shares	5/9/2011		J (1)		5382029	D	\$0.00	406093	I	By Crescendo Partners II, L.P. Series I
Common Shares	5/10/2011		S		66667	D	\$8.47	339426	I	By Crescendo Partners II, L.P. Series I
Common Shares	5/9/2011		S		66667	D	\$8.50	884139 (2)	D	
Common Shares	5/10/2011		S		33333	D	\$8.47	850806	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- (1) Shares owned by Crescendo Partners II, L.P. Series I, a limited partnership whose managing member is Mr. Rosenfeld, were distributed to the limited partners of such limited partnership.
- (2) Includes 783,486 shares received as a distribution from Crescendo Partners II, L.P. Series I on May 9, 2011.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSENFELD ERIC C/O CRESCENDO PARTNERS 825 THIRD AVENUE, 40TH FLOOR	X			

Signatures

/s/ Marni Morgan Poe, Attorney-in-Fact

5/10/2011

—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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