

PRIMO WATER CORP /CN/

Reported by
POE MARNI MORGAN

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/31/12 for the Period Ending 08/23/12

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

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 * Poe Marni Morgan (Last) (First) (Middle) 5519 W. IDLEWILD AVENUE (Street) TAMPA, FL 33634 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol COTT CORP /CN/ [COT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) VP, Gen Counsel & Secretary
3. Date of Earliest Transaction (MM/DD/YYYY) 8/23/2012		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	8/23/2012		I		671.143 (1)	D	\$8.32	653.844	I	By 401(k) Plan
Common Shares	12/29/2012		F		16215 (2)	D	\$7.90	64230	D	
Common Shares								726.994 (3)	I	By 401(k) Plan

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) Between February 22, 2012 and August 22, 2012, the Reporting Person acquired 70.456 shares under Cott's 401(k) plan (based on a plan statement dated as of August 22, 2012). The disposition made on August 23, 2012 was triggered by a loan against Reporting Person's 401(k) account. Assets in the account include Cott shares and cash equivalents held in a unitized stock fund in which the participant holds units of stock rather than shares. The loan was funded entirely by the disposition of cash equivalents held in the fund, and not by the sale of Cott shares into the open market.
- (2) Pursuant to an election made by the Reporting Person during an open trading window, such shares were withheld to satisfy tax withholding obligations due upon the vesting of time-based restricted share units granted to the Reporting Person on August 6, 2010.
- (3) Between August 23, 2012 and December 28, 2012, the Reporting Person acquired 73.151 shares under Cott's 401(k) plan (based on a plan statement dated as of December 28, 2012).

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Poe Marni Morgan				

5519 W. IDLEWILD AVENUE			VP, Gen Counsel & Secretary	
TAMPA, FL 33634				

Signatures

/s/ Marni Morgan Poe

12/31/2012

** 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.

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