

PRIMO WATER CORP /CN/

Reported by
HAGERTY THOMAS M

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/11/02 for the Period Ending 01/31/02

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

COTT CORP /CN/

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 2/11/2002 For Period Ending 1/31/2002

Address	207 QUEENS QUAY W SUITE 340 TORONTO ONTARIO CANA, 00000
Telephone	416-203-3898
CIK	0000884713
Industry	Beverages (Non-Alcoholic)
Sector	Consumer/Non-Cyclical
Fiscal Year	12/31

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(f) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person*

Hagerty	Thomas	M.
-----	-----	-----
(Last)	(First)	(Middle)
c/o Thomas H. Lee Company		
75 State Street		
-----	-----	-----
Boston	(Street) MA	02109
-----	-----	-----
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

Cott Corporation (COTT)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

January 2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer (Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

7. Individual or Joint/Group Filing (Check applicable line)

Form filed by one Reporting Person
 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. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8) ----- Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- Amount or Price (A) (D)		5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	Owner- ship Form: (D) or Indirect (I) (Instr.4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

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* ____ If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Print or Type Response) (Over)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. Code V 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Month (Instr. 4)	10. Owner- ship Form of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of In- direct Bene- ficial Owner- ship (Instr. 4)
Stock Option (right to buy)	\$14.50(1)	1/14/02	A	5,000	1/14/02 1/14/09	Common 5,000		5,000		D
Convertible Participating Voting Second Preferred Shares, Series I (7)						Common 4,926,599				I(2)(6)
Convertible Participating Voting Second Preferred Shares, Series I (7)						Common 170,646				I(3)(6)
Convertible Participating Voting Second Preferred Shares, Series I (7)						Common 479,602				I(4)(6)
Convertible Participating Voting Second Preferred Shares, Series I (7)						Common 133,397				I(5)(6)

Explanation of Responses:

- (1) The actual exercise price of option is \$Cdn 23.15/share. The United States dollar equivalent exercise price per share was calculated assuming an exchange ratio of \$0.6263 United States dollars per Canadian dollar, the exchange ratio quoted in the Wall Street Journal on February 5, 2002.
- (2) Represents shares owned by Thomas H. Lee Equity Fund IV, L.P. While the number of shares of Convertible Participating Voting Second Preferred Shares, Series I owned by such entity has not changed, the number of shares of Common Stock into which such shares of Convertible Participating Voting Second Preferred Shares, Series I are convertible has increased with the passage of time and will continue to do so until July 2002.
- (3) Represents shares owned by Thomas H. Lee Foreign Fund IV, L.P. While the number of shares of Convertible Participating Voting Second Preferred Shares, Series I owned by such entity has not changed, the number of shares of Common Stock into which such shares of Convertible Participating Voting Second Preferred Shares, Series I are convertible has increased with the passage of time and will continue to do so until July 2002.
- (4) Represents shares owned by Thomas H. Lee Foreign Fund IV-B, L.P. While the number of shares of Convertible Participating Voting Second Preferred Shares, Series I owned by such entity has not changed, the number of shares of Common Stock into which such shares of Convertible Participating Voting Second Preferred Shares, Series I are convertible has increased with the passage of time and will continue to do so until July 2002.
- (5) Represents shares owned by Thomas H. Lee THL-Coinvestors III-B, LLC. While the number of shares of Convertible Participating Voting Second Preferred Shares, Series I owned by such entity has not changed, the number of shares of Common Stock into which such shares of

Convertible Participating Voting Second Preferred Shares, Series I are convertible has increased with the passage of time and will continue to do so until July 2002.

(6) The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest in the entity.

(7) Subject to anti-dilution and other adjustments, including an increase in the number of shares of Common Stock into which each share of Convertible Participating Voting Second Preferred Shares, Series I is convertible with the passage of time. Each share of Convertible Participating Voting Second Preferred Shares, Series I is currently convertible into approximately 1.54 shares of Common Stock.

/s/ Thomas M. Hagerty

Feb. 8, 2002

***Signature of Reporting Person*

Date

** _____ 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 provided is insufficient, see Instruction 6 for procedure.

End of Filing

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