

PRIMO WATER CORP /CN/

Reported by
HARKINS DAVID V

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/20/04 for the Period Ending 05/20/04

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

1. Name and Address of Reporting Person * HARKINS DAVID V (Last) (First) (Middle) C/O THOMAS H. LEE PARTNERS, L.P., 100 FEDERAL STREET, 35TH FLOOR (Street) BOSTON, MA 02110 (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 checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">5/20/2004</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Stock	5/20/2004		J (1)		5878374	D	\$0.0 (2)	6585867 (3)	I	See Note (4)
Common Stock	5/20/2004		J (1)		19498 (5)	A	\$0.0 (2)	19498	D	
Common stock	5/20/2004		J (1)		2315 (6)	A	\$0.0 (2)	2315	I	See Note (7)

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) On May 20, 2004, Thomas H. Lee Equity Fund IV, L.P. ("Equity Fund"), Thomas H. Lee Foreign Fund IV, L.P. ("Fund IV"), Thomas H. Lee Foreign Fund IV-B, L.P. ("Fund IV-B" and together with Equity Fund and Fund IV, the "Funds") and THL Coinvestors III-B, LLC ("THL III") issued a pro rata distribution of, in the aggregate, 5,878,374 shares of common stock of the Issuer to their respective general and limited partners.
- (2) Not applicable.
- (3) Represents shares held, in the aggregate, by THL III and the Funds.
- (4) The reporting person is a member of THL III and a principal managing director of Thomas H. Lee Advisors, LLC ("Advisors"), which is the General Partner of Thomas H. Lee Partners, L.P., which is the Managing Member of THL Equity Advisors IV, LLC, which, in turn, is the general partner of each of the Funds. As such, the reporting person may be deemed to beneficially own the shares of the Issuer owned indirectly by Advisors and directly by THL III. The reporting person disclaims beneficial ownership of such shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for the purpose of Section 16 or for any other purpose, except to the extent of his pecuniary interest therein.
- (5) Represents shares distributed to the reporting person in connection with the distribution described in footnote (1) above.
- (6) Represents shares distributed to the 1995 Harkins Gift Trust in connection with the distribution described in footnote (1) above.
- (7) Represents shares held directly by the 1995 Harkins Gift Trust, which may be deemed indirectly beneficially owned by the reporting person. The reporting person disclaims beneficial ownership of such shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for the purpose of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

HARKINS DAVID V C/O THOMAS H. LEE PARTNERS, L.P. 100 FEDERAL STREET, 35TH FLOOR BOSTON, MA 02110	X			
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Signatures

/s/ David V. Harkins

5/20/2004

**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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