

## PRIMO WATER CORP /CN/

# Reported by **BENADIBA MARK**

### FORM 4

(Statement of Changes in Beneficial Ownership)

### Filed 01/05/04 for the Period Ending 12/31/03

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



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

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

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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)					
BENADIBA MARK						COTT CORP /CN/ [ COT ]								Director		10	% Owner	
(Last) (First) (Middle)					3.	3. Date of Earliest Transaction (MM/DD/YYYY)								Officer (give title below) Other (specify below)  Executive Vice President				
25 PARKWOOD AVE						12/31/2003								Executive Vic	e Presido	ent		
(Street)						4. If Amendment, Date Original Filed (MM/DD/YYYY)							6. Individual or Joint/Group Filing (Check Applicable Line)					
TORONTO, A6 M4V 2W9 (City) (State) (Zip)													X_Form filed by One Reporting Person Form filed by More than One Reporting Person					
				e I - No	n-De	rivati	ive Sec	urities A	cqui	red, Di	sposed	of, or	Ber	neficially Owne	ed			
1.Title of Security (Instr. 3)			2. Trans. Date		2A. Deemed Execution Date, if any		3. Trans. Code (Instr. 8)		Disposed of (D) (Instr. 3, 4 and 5)		ired (A)	1	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			Ownership of Form: B Direct (D) or Indirect (I	Beneficial Ownership	
								Code	V	Amount	(A) or (D)	Price	;				(I) (Instr. 4)	
Common Shares 12/31/2003				003			A		61.16	A	\$28.01	<u>(1)</u>	15469.129		I	In Trust		
	Tabl	le II - Der	ivativ	e Secu	rities	Bene	ficially	Owned	( e.g.	. , puts,	, calls, v	varrar	nts,	options, conve	rtible sec	urities)		
1. Title of Derivate Security (Instr. 3)		Date Ex	Execut				5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			6. Date Exercisable and Expiration Date			ities	Underlying Derivative Security Security		Securities Beneficially Owned	Ownership Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				(	Code	V	(A)	(D)	Da Ex	te ercisable	Expiratio Date	n Title	Am Sha	nount or Number of ares		Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	

#### **Explanation of Responses:**

- (1) The U.S. dollar price represents the conversion of (Cdn)\$36.36 to U.S. dollars on the date of the transaction.
- (2) Represents 15,469.129 unvested Shares held in trust that were acquired pursuant to the Corporation's Executive Incentive Share Compensation Plan (the "Plan) in 2001, 2002 and 2003. The reporting individual also holds 6,727.98 Shares held directly; and 0.064 vested Shares held in trust pursuant to the Plan that vested on or before 01/02/03.

#### **Reporting Owners**

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

#### **Signatures**

Andrea Szanto, by power of attorney

\*\*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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.