

PRIMO WATER CORP /CN/ Reported by BRENNAN CATHERINE

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/06/04 for the Period Ending 05/05/04

- 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

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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).

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)					
BRENNAN CATHERINE	COTT CORP /CN/ [COT]						
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	Director 10% Owner					
		X Officer (give title below) Other (specify below)					
	5/5/2004	Vice President, Treasurer					
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(City) (State) (Zip)		X 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

			-		-	-	-		
2. Trans. Date	2A. Deemed	3. Trans. Co	de	4. Securi	ties Acqu	uired (A) or	5. Amount of Securities Beneficially Owned	6.	7. Nature
	Execution	(Instr. 8) Disposed of (I		sposed of (D)		Following Reported Transaction(s)	Ownership	of Indirect	
	Date, if any			(Instr. 3, 4 and 5)			(Instr. 3 and 4)	Form:	Beneficial
								Direct (D)	Ownership
								or Indirect	(Instr. 4)
					(A) or			(I) (Instr.	
		Code	V	Amount	(D)	Price		4)	
5/5/2004		S		6000	D	\$32.42 (1)	11313.939 <u>(2)</u>	D	
		Execution Date, if any	Execution Date, if any Code	Execution Date, if any (Instr. 8) Code V	Execution Date, if any (Instr. 8) Disposed (Instr. 3, Code V Amount	Execution Date, if any (Instr. 8) Disposed of (D) (Instr. 3, 4 and 5) Code V Amount (A) or (D)	Execution Date, if any Code V Amount (A) or (D) Price	Execution Date, if any (Instr. 8) Disposed of (D) (Instr. 3, 4 and 5) Following Reported Transaction(s) Code V Amount (A) or (D) Price	Execution Date, if any (Instr. 8) Disposed of (D) (Instr. 3, 4 and 5) Following Reported Transaction(s) Ownership Form: Direct (D) or Indirect Code V Amount (A) or (D) Price Following Reported Transaction(s) Ownership Form: Direct (D)

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate	2.	3. Trans.	3A. Deemed	4. Trans. C	Code	5. Number	of	6. Date Exer	cisable and	7. Tit	le and Amount of	8. Price of	9. Number of	10.	11. Nature
Security	Conversion	Date	Execution	(Instr. 8)		Derivative	Securities	Expiration I	Date	Secur	ities Underlying	Derivative	derivative	Ownership	of Indirect
(Instr. 3)	or Exercise		Date, if any			Acquired (A	A) or	-		Deriv	ative Security	Security	Securities	Form of	Beneficial
	Price of					Disposed o	f (D)			(Instr	. 3 and 4)	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					(Instr. 3, 4	and 5)			-			Owned	Security:	(Instr. 4)
	Security												Following	Direct (D)	
								Date	Expiration		Amount or Number of		Reported	or Indirect	
								Exercisable	Date	Title	Amount or Number of Shares		Transaction(s)	(I) (Instr.	
				Code	V	(A)	(D)						(Instr. 4)	4)	

Explanation of Responses:

(1) The U.S. dollar price represents the conversion of (Cdn)\$44.50 to U.S. dollars on the transaction date.

(2) Includes 10,395 Shares held directly; 0.264 vested Shares held in trust pursuant to the Corporation's Executive Incentive Share Compensation Plan (the "Plan") that vested on or before 01/02/04; and 918.675 vested Shares held in trust under the Canadian Employee Share Purchase Plan (as at 12/31/03). The reporting individual also holds 3,965.126 unvested Shares held in trust that were acquired pursuant to the Plan in 2002, 2003 and 2004; and 313.971 unvested Shares held in trust under the Canadian Employee Share Purchase Plan (as at 12/31/03).

Reporting Owners

Penarting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
BRENNAN CATHERINE							
			Vice President, Treasurer				

Signatures

Andrea Szanto, by power of attorney

** Signature of Reporting Person

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

5/6/2004 Date

* 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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