

# **PRIMO WATER CORP /CN/**

Reported by  
**BRENNAN CATHERINE**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 01/18/05 for the Period Ending 01/16/05

|             |                                                             |
|-------------|-------------------------------------------------------------|
| Address     | 4221 W. BOY SCOUT BLVD.<br>SUITE 400<br>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 *<br><b>BRENNAN CATHERINE</b><br><br>(Last) (First) (Middle)<br><br>(Street)<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>COTT CORP /CN/ [ COT ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>____ Director _____ 10% Owner<br><input checked="" type="checkbox"/> X ____ Officer (give title below) _____ Other (specify below)<br><b>Vice President, Treasurer</b> |
| 3. Date of Earliest Transaction (MM/DD/YYYY)<br><b>1/16/2005</b>                                                                                 |                                                                              | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> X Form filed by One Reporting Person<br><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<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|-----------------------------------------|------------------------------|-------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                    |                |                                         | Code                         | V                                                                       | Amount                                                                                              | (A) or<br>(D)                                                           | Price                                                             |
| Common Shares                      | 1/16/2005      |                                         | A                            |                                                                         | 169.682                                                                                             | A                                                                       | \$24.18 (1)                                                       |
|                                    |                |                                         |                              |                                                                         | 2372.425                                                                                            | I                                                                       | Canada Life (2)                                                   |

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

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

#### Explanation of Responses:

- (1) The common shares were acquired pursuant to an allocation under the Corporation's Executive Incentive Share Compensation Plan (the "Plan"). The U.S. dollar price represents the conversion of (Cdn)\$29.68 to U.S. dollars on December 31, 2004, which reflects the date used for purposes of the trustee's allocation.
- (2) Includes 2,148.818 unvested Shares held in trust that were acquired pursuant to the Plan and the Executive Investment Share Purchase Plan (which replaced the Plan) in 2003, 2004 and 2005; and 223.607 unvested Shares held in trust under the Canadian Employee Share Purchase Plan (as at 11/30/04). The reporting individual also holds 6,305 Shares held directly; 76.254 vested Shares held in trust pursuant to the Plan that vested on or before 01/02/05; and 1,146.169 vested Shares held in trust under the Canadian Employee Share Purchase Plan (as at 11/30/04).

#### Reporting Owners

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

#### Signatures

Andrea Szanto, by power of attorney

1/18/2005

\*\* 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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