

PRIMO WATER CORP /CN/

Reported by HARKINS DAVID V

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/23/04 for the Period Ending 06/23/04

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



[] 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	2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
HARKINS DAVID V					COTT CORP /CN/ [COT]						X Director		1	0% Owner			
(Last)	(Last) (First) (Middle)				3. Date of Earliest Transaction (MM/DD/YYYY)						Officer (give title below) Other (specify below)						
C/O THOMAS H. LEE PARTNERS, L.P., 100 FEDERAL STREET, 35TH FLOOR					6/23/2004												
(Street)				4	4. If Amendment, Date Original Filed (MM/DD/YYYY)						6. Individual or Joint/Group Filing (Check Applicable Line)						
BOSTON, MA 02110 (City) (State) (Zip)											X_Form filed by One Reporting Person Form filed by More than One Reporting Person						
			Table l	I - Non-D	erivat	ive Secı	ırities Ac	quir	red, Dis	posed o	f, or	Bei	neficially Owne	ed			
1. Title of Security (Instr. 3)			. Trans. Date	ate 2A. Deemed Execution Date, if any		(Instr. 8)	Trans. Code str. 8)		ties Acqui sed of (D) 4 and 5) (A) or (D)	(D) I		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)				7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock 6/23/200			6/23/2004			J (1)		6529667	D	\$0.0	<u>(2)</u>	56	6200 <u>(3)</u>		I	See Note	
Common Stock 6/23/200				6/23/2004			J (1)		14215 (5)	A	\$0.0	<u>(2)</u>	33713		D		
Common stock 6/23/20			6/23/2004	4		J (1)		1746 (6)	A	\$0.0	<u>(2)</u>	4061		I	See Note		
	Tabl	le II - Der	ivative :	Securities	s Bene	ficially	Owned (e.g.	, puts,	calls, w	arraı	nts,	, options, conve	rtible sec	urities)		
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	on Date Ex	3A. Deen Execution Date, if a	n (Instr.	Acquire Dispose				6. Date Exercisable and Expiration Date			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5)	derivative Securities Beneficially Owned	Ownership Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	e V	(A)	(D)	Dat Exe	e rcisable	Expiration Date	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) On June 23, 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, 6,529,667 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.
- (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					
reporting Owner Name / Address	Director 10% Owner Officer Other					

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

Signatures

/s/ David V. Harkins	6/23/2004			
** 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.

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.