

PRIMO WATER CORP /CN/

Reported by
BENADIBA MARK

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/22/03 for the Period Ending 05/07/03

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

FORM 4

[] 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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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

(Print or Type Responses)

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. Date of Earliest Transaction (MM/DD/YYYY)		☒ Officer (give title below) ☐ Other (specify below)	
			5/7/2003		Executive Vice President	
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
(City) (State) (Zip)					☒ 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

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 Shares	7/21/2003		S		6100	D	\$22.49 (1)	40928.044	D	
Common Shares	7/21/2003		S		2000	D	\$22.42 (2)	38928.044	D	
Common Shares	7/21/2003		S		1500	D	\$22.4 (3)	37428.044	D	
Common Shares	7/21/2003		S		2000	D	\$22.35 (4)	35428.044	D	
Common Shares	7/21/2003		S		14400	D	\$22.31 (5)	21028.044	D	
Common Shares	7/21/2003		S		2000	D	\$22.3 (6)	19028.044	D	
Common Shares	7/21/2003		S		10000	D	\$22.27 (7)	9028.044 (8)	D	

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

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. SEC 1474 (9-02)

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- (1) The U.S. dollar price represents the conversion of (Cdn)\$31.60 to U.S. dollars on the date of transaction.
- (2) The U.S. dollar price represents the conversion of (Cdn)\$31.50 to U.S. dollars on the date of the transaction.
- (3) The U.S. dollar price represents the conversion of (Cdn)\$31.47 to U.S. dollars on the date of the transaction.
- (4) The U.S. dollar price represents the conversion of (Cdn)\$31.40 to U.S. dollars on the date of the transaction.
- (5) The U.S. dollar price represents the conversion of (Cdn)\$31.35 to U.S. dollars on the date of the transaction.
- (6) The U.S. dollar price represents the conversion of (Cdn)\$31.33 to U.S. dollars on the date of the transaction.
- (7) The U.S. dollar price represents the conversion of (Cdn)\$31.30 to U.S. dollars on the date of the transaction.
- (8) The Shares directly owned include 0.064 vested Shares held in trust pursuant to the Corporation's Executive Incentive Share Compensation Plan (the "Plan") that vested on or before 01/02/03. The reporting individual also holds indirectly 15,407.969 unvested Shares held in trust that were acquired pursuant to the Plan in 2001, 2002 and 2003.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENADIBA MARK,			Executive Vice President	

Signatures

Mark Benadiba

7/22/2003

******Signature of Reporting Person

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.

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