

# **PRIMO WATER CORP /CN/**

Reported by  
**BRENNAN CATHERINE**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 12/02/04 for the Period Ending 12/02/04

|             |                                                             |
|-------------|-------------------------------------------------------------|
| 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

[ ] 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

|                                                                                                                                                                                                      |                                                                              |                                                                                                                                                                                                                     |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person *<br><b>BRENNAN CATHERINE</b><br>(Last) (First) (Middle)<br><b>63 SUNNYLEA AVENUE EAST</b><br>(Street)<br><b>TORONTO, A6 M8Y 2K2</b><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<br>____ 10% Owner<br>____ <b>X</b> Officer (give title below) ____ Other (specify below)<br><b>VP and Treasurer</b> |
| 3. Date of Earliest Transaction (MM/DD/YYYY)<br><b>12/2/2004</b>                                                                                                                                     |                                                                              | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br>____ Form filed by One Reporting Person<br>____ 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 Execution Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |            |             | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(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                                                                    | 12/2/2004      |                                   | S                            |   | 6000                                                                 | D          | \$26.05 (1) | 5313.939 (2)                                                                                     | D                                                        |                                                       |

| Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities) |                                                        |                |                                   |                              |   |                                                                                           |                                         |     |                                                                                      |                                               |                                                                                                       |                                                                                  |                                                        |
|----------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|----------------|-----------------------------------|------------------------------|---|-------------------------------------------------------------------------------------------|-----------------------------------------|-----|--------------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--------------------------------------------------------|
| 1. Title of Derivate Security<br>(Instr. 3)                                                                          | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code<br>(Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date |     | 7. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 3 and 4) | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(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 |                                                                                           | (A)                                     | (D) |                                                                                      |                                               |                                                                                                       |                                                                                  |                                                        |

Explanation of Responses:

- (1) The U.S. dollar price represents the conversion of (Cdn)\$31.00 to U.S. dollars on the transaction date.
- (2) Includes 4,395 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 indirectly 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

| Reporting Owner Name / Address                                      | Relationships |           |                  |       |
|---------------------------------------------------------------------|---------------|-----------|------------------|-------|
|                                                                     | Director      | 10% Owner | Officer          | Other |
| BRENNAN CATHERINE<br>63 SUNNYLEA AVENUE EAST<br>TORONTO, A6 M8Y 2K2 |               |           | VP and Treasurer |       |

Signatures

Andrea Szanto, by power of attorney  
Signature of Reporting Person  
12/2/2004  
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.