

Belmont Richard E.
Form 4
May 20, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Belmont Richard E.

2. Issuer Name and Ticker or Trading Symbol
Primo Water Corp [PRMW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
104 CAMBRIDGE PLAZA DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/17/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

General Manager - Dispensers

WINSTON-SALEM, NC 27104

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					29,374 ⁽¹⁾	D	
Common Stock					1,999	I	See Footnote ⁽²⁾
Common Stock					1,999	I	See Footnote ⁽³⁾
Common Stock					1,999	I	See Footnote ⁽⁴⁾

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
					V	(A)	(D)			
Stock Option (right to buy)	\$ 1.5	05/17/2013		A		25,000	(5) 05/20/2023	Common Stock	25,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Belmont Richard E. 104 CAMBRIDGE PLAZA DRIVE WINSTON-SALEM, NC 27104			General Manager - Dispensers	

Signatures

/s/ Patrick J. Rogers by power of attorney for Richard E. Belmont	05/20/2013
<small>**Signature of Reporting Person</small>	<small>Date</small>

Explanation of Responses:

- * 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).
- (1) Includes 8,333 shares subject to restricted stock unit awards which may only be settled in stock, 1,666 of which vest on March 29, 2014 and 6,667 of which vest in equal annual installments on May 11 of each of 2014 and 2015.
- (2) Held by Mr. Belmont's spouse.
- (3) Held by Mr. Belmont's son.
- (4) Held by Mr. Belmont's daughter.
- (5) These stock options vest in equal annual installments on May 20 of each of 2014, 2015, 2016 and 2017.

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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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