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Belmont Richard Form 4	E.										
May 20, 2013											
FORM 4	UNITED O	PATES SE	CUD	TIEC A		TT & N	ICE	COMMISSION		PPROVAL	
	UNITED 5	IAIES SE		nington,			NGE (201911911551019	OMB Number:	3235-0287	
subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Est bur							Expires: Estimated a burden hou response	irs per			
(Print or Type Respon	ises)										
1. Name and Address of Reporting Person <u>*</u> Belmont Richard E.			2. Issuer Name and Ticker or Trading Symbol Primo Water Corp [PRMW]				g	5. Relationship of Reporting Person(s) to Issuer			
(Last) (I	First) (Mi			Earliest Tra	-	-		(Chec	k all applicable	e)	
104 CAMBRIDGE PLAZA DRIVE			(Month/Day/Year) 05/17/2013					Director 10% Owner X Officer (give title Other (specify below) General Manager - Dispensers			
	Street)	File		dment, Dat h/Day/Year)	e Original			6. Individual or Jo Applicable Line) _X_ Form filed by 0 Form filed by M		erson	
WINSTON-SAL	EM, NC 2/10	14						Person		1 0	
(City) (S	State) (Z	Zip)	Table	I - Non-De	erivative S	ecurit	ties Ace	quired, Disposed of	, or Beneficial	lly Owned	
	'ransaction Date onth/Day/Year)		ate, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D) 4 and 3 (A) or)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock								29,374 <u>(1)</u>	D		
Common Stock								1,999	I	See Footnote	
Common Stock								1,999	I	See Footnote	
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.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) 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 I S ()
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 1.5	05/17/2013		А	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.			General				
104 CAMBRIDGE PLAZA DRIVE			Manager -				
WINSTON-SALEM, NC 27104			Dispensers				
Signatures							
/s/ Patrick J. Rogers by power of attorney Belmont	IE.	05/20/2013					
<u>**Signature of Reporting Person</u>	on		Date				

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).
- 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 (1) 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. 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.