NORRIS CHARLES A

Form 4

August 22, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * NORRIS CHARLES A

(First) (Middle) (Last)

101 NORTH CHERRY STREET, SUITE 501

(City)

Security

(Instr. 3)

Common

Common

Stock

Stock

(Street)

2. Issuer Name and Ticker or Trading Symbol

Primo Water Corp [PRMW]

4. If Amendment, Date Original

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

Filed(Month/Day/Year)

08/20/2018

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

WINSTON-SALEM, NC 27101

(State) 1.Title of 2. Transaction Date 2A. Deemed

08/20/2018

(Month/Day/Year)

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

(Zip)

3. Code (Month/Day/Year) (Instr. 8)

4. Securities Acquired (A) 5. Amount of Transaction Disposed of (D) (Instr. 3, 4 and 5)

(A)

(1)

Securities Beneficially Owned Following

6. Ownership Form: Direct (D) or Indirect (I)

(Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

7. Nature of

Transaction(s) or (Instr. 3 and 4) Price

Code V Amount (D) 20.407

S 25,000 D 249,045

Reported

See Footnote (2)

167,556 D

Ι

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

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount of		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative				Securities		(Instr. 5)	Bene
	Derivative				Securities Acquired (A) or			(Instr. 3	and 4)		Own
	Security										Follo
	•										Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3, 4, and 5)						
								Λ.	mount		
									mount		
						Date	Expiration Date	Title N	r Jumber		
						Exercisable		Title Numb			
				C + V	(A) (D)						
			Code V (A) (D)					S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other NORRIS CHARLES A 101 NORTH CHERRY STREET X **SUITE 501** WINSTON-SALEM, NC 27101

Signatures

/s/ Charles A. Norris by Michael H. Hutson, attorney-in-fact

08/22/2018

**Signature of Reporting Person

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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.30 to \$20.63, inclusive. The reporting person undertakes to provide to Primo Water Corporation, any security holder of Primo Water **(1)** Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (1) to this Form 4.
- (2) Held by the Charles A. Norris & Margaret T. Norris TR UA 18-Jun-02 Norris Trust, of which Mr. Norris is a co-trustee.

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.

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