Belmont Richard E. Form 4 May 15, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB 3235-0287 Number: January 31,

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Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Belmont Richard E.	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)	Primo Water Corp [PRMW] 3. Date of Earliest Transaction	(Check all applicable)		
104 CAMBRIDGE PLAZA DRIVE	(Month/Day/Year) 05/11/2012	Director 10% OwnerX_ Officer (give title Other (specify below) below) General Manager - Dispensers		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
WINSTON-SALEM, NC 27104 (City) (State) (Zip)		Form filed by More than One Reporting Person		

(City)	(State)	Zip) Table	e I - Non-D	erivative S	ecurit	ies Acq	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)		5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	05/11/2012		A	10,000 (1)	A	\$0	29,374 (2)	D	
Common Stock							1,999	I	See Footnote (3)
Common Stock							1,999	I	See Footnote (4)
Common Stock							1,999	I	See Footnote (5)

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

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SEC 1474 (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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and Underlying (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 1.39	05/11/2012		A	15,000	<u>(6)</u>	05/11/2022	Common Stock	15,000

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

05/15/2012

**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).
- (1) These restricted stock units may only be settled in stock and vest in equal annual installments on May 11 of each of 2013, 2014 and 2015.
- Includes (a) 4,791 shares subject to a restricted stock award that vest on February 18, 2013, and (b) 13,333 shares subject to restricted (2) stock unit awards which may only be settled in stock, 3,333 of which vest in equal annual installments on March 29 of each of 2013 and 2014 and 10,000 of which vest in equal annual installments on May 11 of each of 2013, 2014 and 2015.
- (3) Held by Mr. Belmont's spouse.
- (4) Held by Mr. Belmont's son.

Reporting Owners 2

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- (5) Held by Mr. Belmont's daughter.
- (6) These stock options vest in equal annual installments on May 11 of each of 2013, 2014 and 2015.

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.