

VIRMANI PREM
Form 4
February 09, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
VIRMANI PREM

(Last) (First) (Middle)
601 WINTERHAVEN WAY
(Street)

COLUMBUS, GA 31904

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
COTT CORP /CN/ [COT]

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
VP, Technical Services

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Shares | 02/08/2005 | | M | | 10,000 | A | \$ 13.82 (1) |
| Common Shares | 02/08/2005 | | S | | 10,000 | D | \$ 25.01 (2) |

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

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(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 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option | \$ 13.82 (3) | 02/08/2005 | | M | 10,000 | (4) 07/18/2008 | Common Shares | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| VIRMANI PREM 601 WINTERHAVEN WAY COLUMBUS, GA 31904 | | | VP, Technical Services | |

Signatures

Andrea Szanto, by power of attorney
02/09/2005

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) The U.S. dollar price represents the conversion of (Cdn)\$17.25 to U.S. dollars on the transaction date.
Includes 31,368 Shares held directly; 5,482 vested Shares held pursuant to the Restated Cott USA 401(k) Savings and Retirement Plan (as at 12/31/04); and 135.015 Shares held in trust pursuant to the Executive Incentive Share Compensation Plan (the "Plan") that vested on or before 01/02/05. The reporting individual also holds indirectly 4,231.074 unvested Shares held in trust that were acquired pursuant to the Plan and the Executive Investment Share Purchase Plan (which replaced the Plan) in 2003, 2004 and 2005. Additionally, 3,000 Shares are held by his son. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (2) The stock options were granted at an exercise price of Cdn\$17.25. The U.S. dollar price represents the conversion of Cdn\$17.25 to U.S. dollars on the date of the grant.
- (3) The stock options were granted pursuant to the Restated Cott Corporation 1986 Common Share Option Plan, as amended, and vest over a period of three years with 30% vesting on each of July 18, 2002 and July 18, 2003, and 40% vesting on July 18, 2004.
- (4) The number includes only those of the particular class of options.

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.