Primo Water Corp Form 5 February 06, 2015

FORM 5

OMB APPROVAL

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

OMB Number: 3235-0362 January 31,

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

Expires: 2005

ANGES IN BENEFICIAL

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

response... 1.0

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported 20(1) fold I Market 1940.

Form 4 30(h) of the Investment Company Act of 1940

Transactions Reported

(City)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Mills David J Symbol Primo Water Corp [PRMW] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) Director 10% Owner _X__ Officer (give title Other (specify 12/31/2014 below) below) 104 CAMBRIDGE PLAZA DRIVE Vice President Finance (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

WINSTON-SALEM, NCÂ 27104

(State)

(Zip)

_X_Form Filed by One Reporting Person ___Form Filed by More than One Reporting

		Table 1 - Non-Derivative Securities Acquired, Disposed of, or Deficientially 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 at end of Issuer's	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Amount	(A) or (D)	Price	Fiscal Year (Instr. 3 and 4)		
Common Stock	06/30/2014	Â	J <u>(1)</u>	2,037	A	\$ 2.24	29,460 (2)	D	Â
Common Stock	12/31/2014	Â	J <u>(1)</u>	1,954	A	\$ 2.24	31,414 (2)	D	Â

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

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

SEC 2270 (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. Titl	e and	8. Price of
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	nt of	Derivative
	Security	or Exercise	• •	any	Code	of	(Month/Day/	Year)	Under	lying	Security
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
		Derivative		•		Securities			(Instr.	3 and 4)	
		Security				Acquired					
		·				(A) or					
						Disposed					
						of (D)					
						(Instr. 3,					
						4, and 5)					
										A	
										Amount	
						Date	Expiration	or			
							-	Date	Title		
										of	
						(A) (D)				Shares	

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Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Mills David J			Vice				
104 CAMBRIDGE PLAZA DRIVE	Â	Â	President	Â			
WINSTON-SALEM, NC 27104			Finance				

Signatures

/s/ Patrick J. Rogers by power of attorney for David J. Mills

02/06/2015

**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) Shares acquired through the Primo Water Corporation Employee Stock Purchase Plan, as amended.
- (2) Includes 3,333 shares subject to restricted stock unit awards which may only be settled in stock which vest on May 11, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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