Kitching Steven Form 4 May 03, 2013

### FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or OWNERSHIP OF Expires: January 31, 2005

5. Relationship of Reporting Person(s) to

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations 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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Kitching Steven			Symbol				g	Issuer				
			COTT (	COTT CORP /CN/ [COT]					(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of	3. Date of Earliest Transaction				(				
5519 W IDLEWILD AVENUE				(Month/Day/Year) 05/02/2013				Director 10% Owner X Officer (give title Other (specify				
			05/02/2					below) below)				
								Preside	nt-US Business	Unit		
(Street)			4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
	Filed(Mor	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person					
TAMPA, F	L 33634								More than One R			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of	2. Transaction			1				5. Amount of	6. Ownership			
Security (Month/Day/Year) Execution (Instr. 3) any			ion Date, if	on Date, if Transaction(A) or Disposed of Code (D)				Securities Beneficially	Form: Direct (D) or	Indirect Beneficial		
(1115111-0)		2	n/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership		
								Following Reported	(Instr. 4)			
						(A)		Transaction(s)				
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Shares	05/02/2013			A	18,299 (1)	A	\$0	89,810	D			
Common										by Share		
Shares (2)								1,127	I	Incentive		
Shares										Plan		
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										SEC 1474		
						information contained in this form are not (9-02)						

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

8. I De: Sec (In:

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. Transactio Code (Instr. 8)	5. Number of 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 9.29	05/02/2013		A	62,195	05/02/2023	(3)	Common Shares	62,195

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kitching Steven

5519 W IDLEWILD AVENUE President-US Business Unit

**TAMPA**, FL 33634

## **Signatures**

/s/ Marni Morgan Poe, Attorney-in-Fact 05/03/2013

\*\*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) Represents time-based restricted share units (RSUs), which are contingent rights to receive common shares. RSUs that have not been forfeited shall vest on the last day of Cott's 2015 fiscal year.
- (2) Between March 4, 2013 and May 2, 2013, the Reporting Person acquired 38 shares under Cott's Share Incentive Plan. The information in this report is based on a plan statement dated May 2, 2013.
- (3) Reporting Person was awarded an option to purchase 62,195 common shares of Cott on May 2, 2013 under the Amended and Restated Cott Corporation Equity Incentive Plan. The option cliff vests on the last day of Cott's 2015 fiscal year.

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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