COTT CORP /CN/ Form 4

February 19, 2015

FORM 4

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

OMB APPROVAL OMB 3235-0287

Number: Expires:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Estimated average **SECURITIES** burden hours per

response...

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

Check this box

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

1(b).

(Print or Type Responses)

See Instruction

| 1. Name and Address of Reporting Person ** Creamer Michael | 2. Issuer Name and Ticker or Trading Symbol COTT CORP /CN/ [COT] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|--|--|--|--|--|--|
| (Last) (First) (Middle) | 3. Date of Earliest Transaction | | | | |
| COTT CORPORATION, 5519 W. IDLEWILD AVENUE | (Month/Day/Year) 02/17/2015 | Director 10% Owner _X Officer (give title Other (specify below) Vice President - People | | | |
| (Street) | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Chec | | | |
| | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person | | | |
| TAMPA, FL 33634 | | Form filed by More than One Reporting Person | | | |

(State)

(Zin

(City)

| (City) | (State) (A | Table | I - Non-Do | erivative S | ecurit | ies Acq | uired, Disposed o | f, or Beneficial | ly Owned |
|---------------------|--------------------------------------|----------------------------------|-----------------|-------------------------|------------------|------------------------------|--|---------------------------------------|----------|
| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | | 4. Securition(A) or Dis | | _ | 5. Amount of Securities | 6. Ownership Form: Direct | Indirect |
| (Instr. 3) | | any (Month/Day/Year) | Code (Instr. 8) | (Instr. 3, 4 and 5) | | Beneficially Owned Following | (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) | |
| | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | |
| Common Shares | 02/17/2015 | | A | 11,371 (1) | A | \$ 0 | 66,881 | D | |
| Common Shares | 02/17/2015 | | F | 3,180 (2) | D | \$ 7.9 | 63,701 | D | |

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 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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 | f 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Titl | le and | 8. Price of | 9. Nu |
|-------------|--------------|---------------------|--------------------|------------|------------|--------------|-------------|---------|-------------|-------------|--------|
| Derivativ | e Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration D | ate | Amou | ınt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | /Year) | Under | rlying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | e | | Secur | ities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | S | | (Instr. | . 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | T:41- | or Namel | | |
| | | | | | | Exercisable | Date | | Number | | |
| | | | | C-1- V | (A) (D) | | | | of | | |
| | | | | Code v | (A) (D) | | | | Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Creamer Michael **COTT CORPORATION** 5519 W. IDLEWILD AVENUE **TAMPA, FL 33634**

Vice President - People

Signatures

/s/ Marni Morgan Poe, Attorney-in-Fact

02/19/2015

**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).
- Represents performance-based restricted share units (RSUs), granted to the Reporting Person on February 21, 2012, which vested on (1) February 17, 2015, as a result of the achievement of a specific level of cumulative pre-tax income over the three-year period ending at the end of fiscal 2014.
- Pursuant to an election made by the Reporting Person during an open trading window, such shares were withheld to satisfy tax withholding obligations due upon the vesting of performance-based RSUs granted to Reporting Person on February 21, 2012.

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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