

GOODWIN DUANE
Form 3
November 04, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| À GOODWIN DUANE | | | (Month/Day/Year) | Primo Water Corp [PRMW] | |
| (Last) | (First) | (Middle) | 11/04/2010 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 104 CAMBRIDGE PLAZA DRIVE | | | | (Check all applicable) | |
| (Street) | | | | ____ Director | ____ 10% Owner |
| WINSTON-SALEM,À NCÀ 27104 | | | | <u> X </u> Officer | ____ Other |
| (City) | (State) | (Zip) | | (give title below) (specify below) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | See Remarks | <u> X </u> Form filed by One Reporting Person |
| | | | | | ____ Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|--|--|---|--|--|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|-----------------------------|-------|------------|--------------|-------|----------|---|---|
| Stock Option (right to buy) | Â (1) | 02/18/2020 | Common Stock | 9,583 | \$ 12.84 | D | Â |
|-----------------------------|-------|------------|--------------|-------|----------|---|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| GOODWIN DUANE 104 CAMBRIDGE PLAZA DRIVE WINSTON-SALEM, NC 27104 | Â | Â | Â See Remarks | Â |

Signatures

| | |
|--|------------|
| /s/ Patrick J. Rogers by power of attorney for Duane Goodwin | 11/04/2010 |
|--|------------|

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 options will vest in four equal annual installments on February 18 of each of 2011, 2012, 2013 and 2014 or upon the consummation of an initial public offering.

Â

Remarks:

Senior Vice President, Business Development

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.