

COTT CORP /CN/
Form 4
January 18, 2005

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HALPERIN MARK R

(Last) (First) (Middle)

39 AMES CIRCLE

(Street)

TORONTO, A6 M3B 3B9

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/16/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

SVP, General Counsel & Secr.

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Shares	01/16/2005		D	V Amount (A) or (D) Price 717.421 A \$ 24.18 (1)	8,669.655	I	Canada Life (2)

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

**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
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SEC 1474
(9-02)

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

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HALPERIN MARK R 39 AMES CIRCLE TORONTO, A6 M3B 3B9	SVP, General Counsel & Secr.

Signatures

Andrea Szanto, by power of attorney
01/18/2005
 **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).

The common shares were acquired pursuant to an allocation under the Corporation's Executive Incentive Share Compensation Plan (the "Plan"). The U.S. dollar price represents the conversion of (Cdn)\$29.68 to U.S. dollars on December 31, 2004, which reflects the date used for purposes of the trustee's allocation.

Includes 8,246.324 unvested Shares held in trust that were acquired pursuant to Plan and the Executive Investment Share Purchase Plan (which replaced the Plan) in 2003, 2004 and 2005; and 423.331 unvested Shares held in trust under the Canadian Employee Share Purchase Plan (as at 11/30/04). The reporting individual also holds 15,137 Shares held directly; 8,588.710 vested Shares held in trust pursuant to the Plan that vested on or before 01/02/05; and 6,139.14 vested Shares held in trust under the Canadian Employee Share Purchase Plan (as of 11/30/04).

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.