#### **OKEEFFE EDMUND**

Form 4

November 03, 2006

# FORM 4

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

**OMB** 3235-0287 Number:

Estimated average

burden hours per

response...

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

Form 4 or Form 5 obligations may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * OKEEFFE EDMUND			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 (Month/Day/Year) 11/02/2006					Director 10% OwnerX_ Officer (give title Other (specify below) VP, Strategy & Investor Rel.				
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq					quired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	) Executio any	med n Date, if Day/Year)	Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4	sposed 4 and 5 (A) or	of (D)	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 Indirect Beneficial Ownership (Instr. 4)		
Common Shares	11/02/2006			Code V M	Amount 10,000	(D)	Price \$ 6.78 (1)	31,866.054	D			
Common Shares	11/02/2006			S	5,000	D	\$ 14.13 (2)	26,866.054	D			
Common Shares	11/02/2006			S	400	D	\$ 14.11 (3)	26,466.054	D			
Common Shares	11/02/2006			S	2,100	D	\$ 14.07 (4)	24,366.054	D			

#### Edgar Filing: OKEEFFE EDMUND - Form 4

Common Shares	11/02/2006	S	300	D	\$ 14.03 (5)	24,066.054	D
Common Shares	11/02/2006	S	1,600	D	\$ 14 (6)	22,466.054	D
Common Shares	11/02/2006	S	600	D	\$ 13.99 (7)	21,866.054 (8)	D

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 number.

SEC 1474 (9-02)

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

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. Transactic Code (Instr. 8)	5. Number of actionDerivative Securities 8) 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)		3 (
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	\$ 6.78 (9)	11/02/2006		M		10,000	(10)	12/08/2006	Common Shares	10,000	

## **Reporting Owners**

Reporting Owner Name / Address
Director 10% Owner Officer Other

**OKEEFFE EDMUND** 

VP, Strategy & Investor Rel.

# **Signatures**

Andrea Szanto, by power of attorney 11/03/2006

\*\*Signature of Reporting Person Date

Reporting Owners 2

#### Edgar Filing: OKEEFFE EDMUND - Form 4

## **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) The U.S. dollar price represents the conversion of (Cdn)\$7.70 to U.S. dollars on the transaction date.
- (2) The U.S. dollar price represents the conversion of (Cdn)\$16.05 to U.S. dollars on the transaction date.
- (3) The U.S. dollar price represents the conversion of (Cdn)\$16.03 to U.S. dollars on the transaction date.
- (4) The U.S. dollar price represents the conversion of (Cdn)\$15.99 to U.S. dollars on the transaction date.
- (5) The U.S. dollar price represents the conversion of (Cdn)\$15.94 to U.S. dollars on the transaction date.
- (6) The U.S. dollar price represents the conversion of (Cdn)\$15.91 to U.S. dollars on the transaction date.
- (7) The U.S. dollar price represents the conversion of (Cdn)\$15.89 to U.S. dollars on the transaction date.
- Includes 20,355 Shares held directly; 0.399 vested Shares held in trust pursuant to the Plan that vested on or before 01/02/06; and 1,510.655 vested Shares held in trust under the Canadian Employee Share Purchase Plan (as at 01/02/06). The reporting individual also holds 1,000.885 unvested Shares held in trust that were acquired pursuant to the Plan in 2003, 2004, 2005 and 2006; and 150.702 unvested Shares held in trust under the Canadian Employee Share Purchase Plan (as at 01/02/06).
- (9) The exercise price is (Cdn)\$7.70 under the terms of the option plan pursuant to which Mr. O'Keeffe received the Stock Options. The price found in column 2 above represents the conversion of (Cdn)\$7.70 to U.S. dollars on the date of the exercise.
- (10) The stock options were granted pursuant to the Restated Cott Corporation 1986 Common Share Option Plan, as amended, and vest over a period of three years with 30% vesting on each of December 8, 2000 and December 8, 2001, and 40% vesting on December 8, 2002.
- (11) The number includes only those of the particular class of options.

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.