

OKEEFFE EDMUND
Form 4
November 03, 2006

FORM 4

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

OMB APPROVAL

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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

(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% Owner
 Officer (give title below) _____ 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)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Shares | 11/02/2006 | | M | | 10,000 | A | \$ 6.78 <u>(1)</u> |
| Common Shares | 11/02/2006 | | S | | 5,000 | D | \$ <u>(2)</u> |
| Common Shares | 11/02/2006 | | S | | 400 | D | \$ <u>(3)</u> |
| Common Shares | 11/02/2006 | | S | | 2,100 | D | \$ <u>(4)</u> |

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| | | | | | | | |
|---------------|------------|---|-------|---|--------------------|-------------------|---|
| 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.

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(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. 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. 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 | Relationships | | | |
|--------------------------------|---------------|-----------|---------|------------------------------|
| | 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

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.

- (8) 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.

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