Sheehan Matthew Form 4 March 13, 2018

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Sheehan Matthew			2. Issuer Name and Ticker or Trading Symbol Primo Water Corp [PRMW]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
101 NORTH CHERRY STREET, SUITE 501			(Month/Day/Year) 03/09/2018	_X_ Director 10% Owner X Officer (give title Other (specify below) President and CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
WINSTON-S	SALEM, NO	C 27101	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	le I - No	n-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code		4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	or		Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	06/30/2017		A	V	1,036 (1)	A	\$ 10.44	107,255	D	
Common Stock	01/19/2018		G	V	7,850	D	\$0	361,870	D	
Common Stock	03/09/2018		P		85	A	\$ 12	361,955	D	
Common Stock	03/09/2018		A		16,572 (2)	A	\$ 0	378,527	D	
Common Stock	03/09/2018		F		4,951 (3)	D	\$ 11.95	373,576	D	

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Common Stock 03/12/2018 F $\frac{1,434}{(4)}$ D $\frac{\$}{11.95}$ 372,142 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. Transacti 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. Pr Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock	<u>(5)</u>	03/09/2018		A	9,000	<u>(6)</u>	<u>(6)</u>	Common Stock	9,000	\$

Reporting Owners

Relationships						
Other						
	Other					

101 NORTH CHERRY STREET SUITE 501

T X President and CEO

WINSTON-SALEM, NC 27101

Signatures

Units

/s/ Matthew T. Sheehan by Michael H. Hutson, attorney-in-fact

03/13/2018

**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) These shares were acquired under the Primo Water Corporation Employee Stock Purchase Plan, as amended, in transactions that were exempt under both Rule 16b-3(c) and Rule 16b-3(d).

Reporting Owners 2

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- (2) These restricted stock units may only be settled in stock and vest immediately.
- (3) Shares withheld to satisfy tax withholding requirements on the vesting of restricted stock units on March 9, 2018.
- (4) Shares withheld to satisfy tax withholding requirements on the vesting of restricted stock units on March 11, 2018.
- (5) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (6) These restricted stock units vest in equal annual installments on March 9 of 2019, 2020 and 2021.

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.