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Mills David J Form 4									
December 27, 20	11								
FORM 4			CE CU			~			PPROVAL
Washington, D.C. 20549						COMMISSIO	N OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Estimated a burden hou response	Expires:January 31 2005Estimated average burden hours per response0.5		
Form 5 obligations may continue. See Instruction 1(b).	Section 17(a) of the I	Public U	Itility Hol	ding Con		nge Act of 1934, of 1935 or Secti 940		
(Print or Type Respo	nses)								
1. Name and Address of Reporting Person <u>*</u> Mills David J			2. Issuer Name and Ticker or Trading Symbol Primo Water Corp [PRMW]			5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction			(Check all applicable)			
104 CAMBRIDO				Day/Year)	Tansaction		Director X Officer (gi below) Vice		% Owner her (specify ce
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person			
WINSTON-SAL							Form filed by Person	More than One R	eporting
(City) ((State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned
	ansaction Date th/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8) Code V	4. Securiti nAcquired Disposed (Instr. 3, 4	(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)
Domindary Doport on	a concrete line	for each al	on of noo				ar indiractly		
Reminder: Report on	a separate fille		ass 01 Sec	unites belle	Perso inform requir	ns who rest nation cont ed to respo sys a current	spond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	;
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	1
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	• >

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year	(Instr. 8)	or Dispose (D)	(Instr. 3, 4,				(
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 2.65	12/15/2011	А	15,000		<u>(1)</u>	12/15/2021	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Mills David J 104 CAMBRIDGE PLAZA DRIVE WINSTON-SALEM, NC 27104			Vice President Finance				
Signatures							
/s/ Patrick J. Rogers by power of attorney for David J. Mills			12/27/2011				
<u>**</u> 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 stock options vest in equal annual installments on December 15 of each of 2012, 2013, 2014 and 2015.

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.

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