PRIM BILLY D
Form 4
August 17, 2017

FORM 4

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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 *
PRIM BILLY D

(Last) (First) (Middle)

101 NORTH CHERRY STREET, SUITE 501

(Street)

WINSTON-SALEM, NC 27101

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Primo Water Corp [PRMW]

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive Chairman

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/14/2017		G	V	375,000 (1)	D	$ 0	1,980,927	D	
Common Stock	08/14/2017		G	V	375,000 (1)	A	$ 0	375,000	I	See Footnote (2)
Common Stock	08/15/2017		S		625,000	D	$ 12.16	1,355,927 (3)	D	
Common Stock	08/15/2017		S		375,000 (4)	D	$ 12.16	0	I	See Footnote (2)
								8,032	I	

Common Stock			See Footnote (5)
Common Stock	4,791	I	See Footnote (6)
Common Stock	4,791	I	See Footnote (7)
Common Stock	23,957	I	See Footnote (8)
Common Stock	23,957	I	See Footnote (9)
Common Stock	4,791	I	See Footnote (10)
Common Stock	4,791	I	See Footnote (11)

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. 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 Owne 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
PRIM BILLY D 101 NORTH CHERRY STREET SUITE 501 WINSTON-SALEM, NC 27101	X		Executive Chairman	

Signatures

/s/ David J. Mills by power of attorney for Billy D. Prim	08/17/2017
**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)	Represents shares of common stock transferred by Mr. Prim to the Billy D. Prim 2017 Charitable Remainder Unitrust of which Mr. Prim is the trustee and the beneficiary. These shares were transferred in connection with certain charitable and estate planning activities by Mr. Prim.
(2)	Held in Billy D. Prim 2017 Charitable Remainder Unitrust of which Mr. Prim is the trustee and the beneficiary. Mr. Prim disclaims beneficial ownership of the stock held by such trust except to the extent of his pecuniary interest therein.
(3)	Mr. Prim also holds 1,270,241 Deferred Stock Units.
(4)	Represents shares of common stock sold by Billy D. Prim 2017 Charitable Remainder Unitrust of which Mr. Prim is the trustee and the beneficiary.
(5)	Held by Mr. Prim's spouse.
(6)	Held by Billy D. Prim Revocable Trust of which Mr. Prim is the sole trustee.
(7)	Held by BD Prim, LLC of which Mr. Prim is the sole manager.
(8)	Held by 2010 Irrevocable Trust fbo Sarcanda Westmoreland Bellisimo of which Mr. Prim is the sole trustee.
(9)	Held by 2010 Irrevocable Trust fbo Anthony Gray Westmoreland of which Mr. Prim is the sole trustee.
(10)	Held by 2010 Irrevocable Trust fbo Jager Gralyn Dean Bellisimo of which Mr. Prim is the sole trustee.
(11)	Held by 2010 Irrevocable Trust fbo Joseph Alexander Bellisimo of which Mr. Prim is the sole trustee.

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.