Kilgore Jack C. Form 3 May 23, 2011

UNITED STATES SECURITIES AND EXCHANGE COMMISSION FORM 3 Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response... 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 * A Kilgore Jack C.

> (Last) (First) (Middle)

2. Date of Event Requiring Statement (Month/Day/Year)

05/18/2011

3. Issuer Name and Ticker or Trading Symbol

Primo Water Corp [PRMW]

4. Relationship of Reporting Person(s) to Issuer

Officer

5. If Amendment, Date Original

Filed(Month/Day/Year)

104 CAMBRIDGE PLAZA DRIVE

(Street)

(Check all applicable)

(give title below) (specify below)

_X__ Director 10% Owner Other 6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

WINSTON-SALEM. NCÂ 27104

(City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

4. Nature of Indirect Beneficial Ownership

(Instr. 5) Direct (D)

or Indirect (I) (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

1. Title of Security

(Instr. 4)

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable

Expiration Title Date

Amount or Number of Shares

Derivative Direct (D) Security or Indirect

(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kilgore Jack C.				
104 CAMBRIDGE PLAZA DRIVE	ÂΧ	Â	Â	Â
WINSTON-SALEM, NC 27104				

Signatures

/s/ Patrick J. Rogers by power of attorney for Jack C. Kilgore

05/23/2011

**Signature of Reporting Person

Date

Explanation of Responses:

No securities are beneficially owned

- If the form is filed by more than one reporting person, see Instruction 5(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).

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Remarks:

No securities are beneficially owned.

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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