

BRENNAN CATHERINE
Form 4
November 14, 2005

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 *
BRENNAN CATHERINE

(Last) (First) (Middle)
63 SUNNYLEA AVENUE EAST

(Street)

TORONTO, A6 M8Y 2K2

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
COTT CORP /CN/ [COT]

3. Date of Earliest Transaction (Month/Day/Year)
11/10/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
VP and Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Shares | 11/10/2005 | | M | 2,000 A \$ 6.86 (1) | 3,222.423 | D | |
| Common Shares | 11/10/2005 | | S | 2,000 D \$ 14.43 (2) | 1,222.423 (3) | D | |

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

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SEC 1474 (9-02)

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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 | \$ 6.86 ⁽⁴⁾ | 11/10/2005 | | M | 2,000 | ⁽⁵⁾ 07/27/2007 | Common Shares | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BRENNAN CATHERINE 63 SUNNYLEA AVENUE EAST TORONTO, A6 M8Y 2K2 | | | VP and Treasurer | |

Signatures

Andrea Szanto, by power of attorney
11/14/2005
**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)\$8.15 to U.S. dollars on the transaction date.
- (2) The U.S. dollar price represents the conversion of (Cdn)\$17.14 to U.S. dollars on the transaction date.
- (3) Includes 0.463 Shares held directly; 75.791 vested Shares held in trust pursuant to the Executive Incentive Share Compensation Plan (the "Plan") that vested on or before 01/02/05; and 1,146.169 vested Shares held in trust under the Canadian Employee Share Purchase Plan (as at 11/30/04). The reporting individual also holds 2,148.818 unvested Shares held in trust that were acquired pursuant to the Plan and the Executive Investment Share Purchase Plan (which replaced the Plan) in 2003, 2004 and 2005; and 223.607 unvested Shares held in trust under the Canadian Employee Share Purchase Plan (as at 11/30/04).
- (4) The exercise price is (Cdn)\$8.15 under the terms of the option plan pursuant to which Ms. Brennan received the Stock Options. The price found in column 2 above represents the conversion of (Cdn)\$8.15 to U.S. dollars on the date of the exercise.
- (5) The stock options were granted pursuant to the Cott Corporation 1986 Common Share Option Plan, as amended, and vest over a period of three years with 30% vesting on each of July 27, 2001 and July 27, 2002, and 40% vesting on July 27, 2003.
- (6) 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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