

ROSENFELD ERIC
Form 4
January 06, 2011

FORM 4

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

OMB APPROVAL

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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 *
ROSENFELD ERIC

(Last) (First) (Middle)

C/O CRESCENDO
PARTNERS, 825 THIRD AVENUE,
40TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/04/2011

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)

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (D) | Price |
| Common Shares | 01/04/2011 | | J ⁽¹⁾ | | 228,545 | D | \$ 0 0 |
| Common Shares | | | | | 5,966,455 | I | ⁽²⁾ |
| Common Shares | | | | | 159,709 | D | ⁽³⁾ |

By
Crescendo
Partners III,
L.P.

By
Crescendo
Partners II,
L.P. Series
I

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- (3) Shares were held in the Reporting Person's name through a trust pursuant to the Share Plan for Non-Employee Directors. Such plan was terminated effective February 23, 2010. In connection with such termination and subsequent distribution of shares to the Reporting Person, the third party administrator for the plan withheld 8 shares on May 5, 2010 to cover administrative expenses. The number of shares beneficially owned by the Reporting Person has been adjusted to reflect such withholding.

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