

GOODWIN DUANE  
Form 3  
November 04, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**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,  
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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
À GOODWIN DUANE			(Month/Day/Year)	Primo Water Corp [PRMW]	
(Last)	(First)	(Middle)	11/04/2010	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
104 CAMBRIDGE PLAZA DRIVE				(Check all applicable)	
(Street)				____ Director	____ 10% Owner
WINSTON-SALEM,À NCÀ 27104				<u> X </u> Officer	____ Other
(City)	(State)	(Zip)		(give title below) (specify below)	6. Individual or Joint/Group Filing(Check Applicable Line)
				See Remarks	<u> X </u> Form filed by One Reporting Person
					____ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Stock Option (right to buy)      Â (1)      02/18/2020      Common Stock      9,583      \$ 12.84      D      Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOODWIN DUANE 104 CAMBRIDGE PLAZA DRIVE WINSTON-SALEM, NC 27104	Â	Â	Â See Remarks	Â

## Signatures

/s/ Patrick J. Rogers by power of attorney for Duane Goodwin      11/04/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) These options will vest in four equal annual installments on February 18 of each of 2011, 2012, 2013 and 2014 or upon the consummation of an initial public offering.

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### Remarks:

Senior Vice President, Business Development

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.