

SHEPPARD JOHN
Form 4
January 18, 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 *
SHEPPARD JOHN

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4928 LYFORD CAY ROAD

3. Date of Earliest Transaction (Month/Day/Year)
01/16/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

(Street)
TAMPA, FL 33629

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
Common Shares	01/16/2005		A	V A	Amount 593.716 Price \$ 24.18 (1)	10,727.63 I	Canada Life (2)

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

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SEC 1474 (9-02)

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

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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 Own 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
SHEPPARD JOHN 4928 LYFORD CAY ROAD TAMPA, FL 33629	X		President & CEO	

Signatures

Andrea Szanto, by power of attorney
01/18/2005
**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).

The common shares were acquired pursuant to an allocation under the Corporation's Executive Incentive Share Compensation Plan (the "Plan"). The U.S. dollar price represents the conversion of (Cdn)\$29.68 to U.S. dollars on December 31, 2004, which reflects the date used for purposes of the trustee's allocation.

(1) Represents 10,619.206 unvested Shares held in trust that were acquired pursuant to the Plan and the Executive Investment Share Purchase Plan (which replaced the Plan) in 2004 and 2005; and 108.424 unvested Shares held pursuant to the Restated Cott USA 401(k) Savings and Retirement Plan (as at 12/31/04). The reporting individual also holds 10,000 Shares held directly; 4,544.392 vested Shares held in trust pursuant to the Plan that vested on or before 01/02/05; 162.636 vested Shares held pursuant to the Restated Cott USA 401(k) Savings and Retirement Plan (as at 12/31/04); and 620.648 vested Shares under the US Employee Share Purchase Plan (as at 11/30/04).

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.