SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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of occurrence of the investment company for of 1040												
1. Name and Address of Reporting Ferson			2. Issuer Name and Ticker or Trading Symbol <u>BRINKS CO</u> [BCO]		tionship of Reporting Pe all applicable) Director	rson(s) to Issuer 10% Owner						
(Last) 1801 BAYBERI		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/02/2008		Officer (give title below)	Other (specify below)						
P.O. BOX 1810	0		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filin	g (Check Applicable						
(Street) RICHMOND	VA	23226-8100		X	Form filed by One Rep Form filed by More that Person	0						
(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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)

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. Transa Code (8)		5. Numb Derivativ Securitie Acquired or Dispo of (D) (In 3, 4 and	ve es d (A) sed str.	6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Brink's Units (DSAP)	(1)	09/02/2008		A		11.22 ⁽¹⁾		(2)	(2)	Common Stock	11.22(1)	\$0.00	7,891.2	D	

Explanation of Responses:

1. Brink's Units were credited to the Reporting Person's account under the Directors' Stock Accumulation Plan (the "DSAP") as a result of a dividend payment, in accordance with the terms of the DSAP. The number of Brink's Units credited to the Reporting Person's account on the Transaction Date is based upon a share price of \$70.25, which is the average trading price of The Brink's Company ("Brink's") Common Stock on September 2, 2008, calculated in accordance with the terms of the DSAP.

2. The Reporting Person, as a participant in the DSAP, will be entitled to receive a distribution in Brink's Common Stock in respect of all Brink's Units in the Reporting Person's account following the Reporting Person's termination of service as a Non-Employee Director, in accordance with the terms of the DSAP.

Remarks:

/s/ Elizabeth C. Restivo

Elizabeth C. Restivo, Attorney-In-Fact
** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.