FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT	OF CHANGES	IN BENEFICIAL	<b>OWNERSHIP</b>

I	OMB APPRO	VAL					
Ī	OMB Number:	3235-0287					
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	hours per response:	0.5					

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

	nd Address of	Reporting Person*				r Name <b>and</b> I <mark>KS CO</mark>			ing S	ymbol			Relationship of neck all applica X Director	able)	g Perso	n(s) to Issue	
(Last) (First) (Middle) 1801 BAYBERRY COURT				3. Date of Earliest Transaction (Month/Day/Year) 06/01/2011							Officer ( below)	give title		Other (sp below)	pecify		
P.O. BOX 18100  (Street)			— [	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person							
(City)		A State)	23226-8100 (Zip)										Form file Person	ed by Mor	e than	One Reportii	ng
(- 9)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																
Date			2. Transact Date Month/Day	Execution Date,		Date,	Transaction Disposed Of (		ties Acquire Of (D) (Ins	es Acquired (A) or Of (D) (Instr. 3, 4 and 9		t of ly ollowing	Form:	: Direct In Indirect B str. 4) O	. Nature of ndirect Beneficial Ownership		
					Code	v	Amount	(A) o (D)	Price	Reported Transactio (Instr. 3 a			(1	nstr. 4)			
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																	
Derivative Conversion Date Execution Security or Exercise (Month/Day/Year) if any		3A. Deemed Execution Date if any (Month/Day/Yea	Code (Instr.		Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivativ Security (Instr. 3 and 4)			9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)		Ownership Form:	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	(A)		Date Exercisab		Expiration Date	Title	Amount Number Shares		(Instr. 4)	11011(3)		
Brink's Units (DSAP)	(1)	06/01/2011		A		852.66 <sup>(2)</sup>		(1)		(1)	Common Stock	852.66	\$0.00	15,431.	99 <sup>(3)</sup>	D	

## **Explanation of Responses:**

- 1. The Reporting Person, as a participant in the Directors' Stock Accumulation Plan (the "DSAP"), will be entitled to receive a distribution in The Brink's Company ("Brink's") common stock in respect of all Brink's Units in the Reporting Person's account on a one-for-one basis following the Reporting Person's termination of service as a Non-Employee Director, in accordance with the terms of the DSAP.
- 2. Brink's Units were credited to the Reporting Person's account under the DSAP as a result of an annual allocation, 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 \$29.32, which is the average trading price of Brink's common stock on June 1, 2011, calculated in accordance with the terms of the DSAP.
- 3. Includes a total of 227.40 Brink's Units representing shares of Brink's common stock that were credited to the Reporting Person's account under the DSAP on September 1 and December 1, 2010 and March 1 and June 1, 2011 as a result of dividend payments, in accordance with the terms of the DSAP.

## Remarks:

/s/ Elizabeth C. Restivo

Elizabeth C. Restivo, Attorney- 06/03/2011

In-Fact

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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.