SEC Form 4

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 OMB APPROVAL
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1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol BRINKS CO [BCO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
SCHUMACH	IER MATTHEV	<u>W AP</u>		v	Director Officer (give title	10% Owner Other (specify			
(Last) (First) 1801 BAYBERRY COURT P.O. BOX 18100		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/01/2010	Х	below) Con	below)`` ntroller			
(Street) RICHMOND (City)	VA (State)	23226 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X	Form filed by One	o Filing (Check Applicable e Reporting Person re than One Reporting			

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)	Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported		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. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exerc Expiration Da (Month/Day/\	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)		
Units	(1)	10/01/2010		Α		272.3 ⁽²⁾		(1)	(1)	Common Stock	272.3(2)	\$22.14 ⁽³⁾	8,692.4 ⁽⁴⁾	D	

Explanation of Responses:

1. Under the terms of the Key Employees' Deferred Compensation Program (the "Program"), the Reporting Person has chosen to make deferrals to an incentive account. These deferrals, plus amounts matched by The Brink's Company ("BCO") and amounts credited for dividend payments, will settle in BCO common stock on a one-for-one basis following the Reporting Person's termination of employment with BCO, subject to and in accordance with the terms of the Program.

2. On the first business day of each month, salary deferred to the Reporting Person's account during the previous month, plus any matching amounts, is converted into Units representing shares of BCO common stock and credited to the Reporting Person's account in accordance with the terms of the Program.

3. The number of Units credited to the Reporting Person's account on the Transaction Date is based upon a share price of \$22.14, which is the average trading price of BCO common stock for the month of September 2010, calculated in accordance with the terms of the Program.

4. Includes 42.81 Units representing shares of BCO common stock that were credited to the Reporting Person's account under the Program as a result of a dividend payment, in accordance with the terms of the Program.

Remarks:

<u>/s/ Elizabeth C. Restivo</u> <u>Elizabeth C. Restivo, Attorney-</u> <u>10/05/2010</u> <u>in-Fact</u>

** 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.