FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
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STATEMENT OF CHANGES IN BENEFICIAL OWNER	RSHIP
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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).

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

1. Name and Address of Reporting Person* <u>REED AUSTIN F</u>						r Name and IKS CO		er or Tradinç CO]	g Sym	nbol		eck all applica Director	ationship of Reporting Perso all applicable) Director Officer (give title			ner		
(Last) (First) (Middle) 1801 BAYBERRY COURT P.O. BOX 18100					3. Date of Earliest Transaction (Month/Day/Year) 05/05/2006								below)			Other (specify below) & Secretary		
(Street) RICHM(OND V	A State)	23226 (Zip)		4. If Amendment, Date of Original Filed (Month/Day/Year)							6. l Lind	dividual or Joint/Group Filing (Check Applicable) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																	
Date			. Transact Date Month/Day	Day/Year) Executi		2A. Deemed Execution Date, f any Month/Day/Year)		3. Transaction Code (Instr. 8) 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4)				5. Amount Securities Beneficial Owned For Reported	s For lly (D) ollowing (I) (Direct I Indirect I tr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
								Code	,	Amount	(A) o (D)	r Price	Transaction(s) (Instr. 3 and 4)				(11341.4)	
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)	Code (Instr.		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)				8. Price of Derivative Security (Instr. 5)	9. Numb derivativ Securitie Benefici Owned Followin Reporter Transaci	ve es ally ng d	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable		piration ite	Title	Amount o Number o Shares		(Instr. 4)				
Units	(1)	05/05/2006		A		82.67 ⁽¹⁾⁽²⁾		(1)		(1)	Common Stock	82.67(1)(3) (1)	48,650.	.02 ⁽³⁾	D		

Explanation of Responses:

- 1. Under the terms of the Key Employees' Deferred Compensation Program (the "Program"), the Reporting Person has chosen to make bi-weekly salary deferrals to an incentive account. As of the end of each fiscal year, the amount of salary deferred to the Reporting Person?s account during that fiscal year, plus any matching amounts, is converted into Units representing shares of The Brink?s Company Common Stock ("BCO") and credited to the Reporting Person's account in accordance with the terms of the Program.
- 2. The number of Units credited to the Reporting Person?s account on the Transaction Date is an estimate based upon trading prices of BCO shares for the two-week period ended May 5, 2006.
- 3. The total number of Units owned following the reported transaction is an estimate of the total number of Units representing shares of BCO in the Reporting Person's account under the Program.

Remarks:

Elizabeth C. Restivo /s/

Elizabeth C. Restivo, Attorney- 05/09/2006

** 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.