FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | | | | | | | | |
|-----------------------|------|--|--|--|--|--|--|--|
| OMB Number: 3235-0287 | | | | | | | | |
| Estimated average bur | rden | | | | | | | |
| 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

| | | | | | | | | | | | Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner | | | | | | | |
|--|---|--|---|---|--|--|------|--|--------|------------------|--|----------------------------------|--|---|--|-----------------------------|--|---|
| | | | (8.4:4-4)-> | [| | | | | | | | | X | Officer (g below) | ive title | | Other (sp | · I |
| (Last) (First) (Middle) 1801 BAYBERRY COURT | | | | 3. Date of Earliest Transaction (Month/Day/Year) 10/06/2006 | | | | | | | | VP & Chief Admin. Officer | | | | | | |
| P.O. BOX | X 18100 | | | | | | | | | | | | | | | | | |
| (Street) | OND V | ⁄A | 23226 | | 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 Form filed by More than One Reporting Person | | | | | |
| (City) | (\$ | State) | (Zip) | | | | | | | | | | | | | | | |
| | | - | Table I - Non-l | Deriva | ative S | Securities | s Ac | quired, D | isp | osed o | f, or Be | neficial | ly O | wned | | | | |
| 1. Title of Security (Instr. 3) 2. Transa Date (Month/L | | | | ate | | 2A. Deemed Execution Date, if any (Month/Day/Yea | | Code (Instr | | | | | i 5) | 5. Amount of Securities Beneficially Following Reported | | Form: | : Direct Indirect str. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | | | | Code | / | Amount | ınt (A) or (D) | | • | Transaction(s) (Instr. 3 and 4) | | | | (111541. 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. Transaction Code (Instr. r) 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 Amou Securities Underly Derivative Securit (Instr. 3 and 4) | | | 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) | Beneficial Ownership (Instr. 4) |
| | | | | Code | v | (A) | (D) | Date Exercisable | | opiration ate | Title | Amount of Number of Shares | | | (Instr. 4) | | | |
| Units | (1) | 10/06/2006 | | A | | 110.28 ⁽¹⁾⁽²⁾ | | (1) | | (1) | Common Stock | 110.28 | 1)(2) | (1) | 78,967. | .12 ⁽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 ("BCO") Common Stock 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 October 6, 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-10/10/2006 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.