FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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).

# 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

| Name and Address of Reporting Person*     BOYNTON PAUL G   |   |  |   |              |   | 2. Issuer Name <b>and</b> Ticker or Trading Symbol BRINKS CO [ BCO ]                                     |     |  |   |                  |   |     |                            | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  |  |  |  |  |  |
|--|---|--|---|--------------|---|--|-----|--|---|------------------|---|-----|----------------------------|--|--|--|--|--|--|
| (Last) (First) (Middle)  |   |  |   |              |   |  |     |  |   |                  |   |     | _ X                        | Officer (g<br>below)   | ive title  |  | 10% Own<br>Other (sp<br>below)   |  |  |
| 1801 BAYBERRY COURT P.O. BOX 18100   |   |  |   |              | 3. Date of Earliest Transaction (Month/Day/Year) 06/01/2010 |  |     |  |   |                  |   |     |                            |  |  |  |  |  |  |
| (Street) RICHMOND VA 23226   |   |  |   |              | 4. If Amendment, Date of Original Filed (Month/Day/Year)    |  |     |  |   |                  |   |     | 6. Indi                    | Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person |  |  |  |  |  |
| (City)   | (9  | State)                                     | (Zip)   |              |   |  |     |  |   |                  |   |     |                            |  |  |  |  |  |  |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned   |   |  |   |              |   |  |     |  |   |                  |   |     |                            |  |  |  |  |  |  |
| 1. Title of Security (Instr. 3)  2. Trans. Date (Month/I   |   |  |   | ate          |   | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year)  |     | Transaction Dispos   |   |                  | rities Acquired (A) o<br>ed Of (D) (Instr. 3, 4                                   |     |                            |  |  | 6. Own<br>Form:<br>(D) or I<br>(I) (Inst | Direct III<br>Indirect Etr. 4)   | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership                |  |
|  |   |  |   |              |   |  |     | Code   | v | Amount (A) (C)   |   | or  | Price                      | Transaction(s)<br>(Instr. 3 and 4)   |  |  |  | nstr. 4)   |  |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |   |  |   |              |   |  |     |  |   |                  |   |     |                            |  |  |  |  |  |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)  | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | Code (Instr. |   | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and<br>5) |     | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |   |                  | 7. Title and Amou<br>Securities Underly<br>Derivative Securit<br>(Instr. 3 and 4) |     | lerlying<br>urity          | 8. Price of<br>Derivative<br>Security<br>(Instr. 5)  | 9. Numb<br>derivativ<br>Securitie<br>Benefici<br>Owned<br>Followin<br>Reporter<br>Transaci | ve<br>es<br>ally<br>ig<br>d              | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|  |   |  |   | Code         | v   | (A)  | (D) | Date<br>Exercisab  |   | xpiration<br>ate | Title   | Nur | ount or<br>mber of<br>ares |  | (Instr. 4)   |  |  |  |  |
| Brink's<br>Units<br>(DSAP)   | (1)   | 06/01/2010                                 |   | A            |   | 1,111.11 <sup>(2)</sup>  |     | (1)  |   | (1)              | Common<br>Stock   | 1,1 | 11.11(2)                   | \$0.00   | 1,111  | .11                                      | 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 \$22.50, which is the average trading price of Brink's common stock on June 1, 2010, calculated in accordance with the terms of the DSAP.

# Remarks:

EXHIBIT LIST Exhibit 24 - Power of Attorney

/s/ Elizabeth C. Restivo

Elizabeth C. Restivo, Attorney- 06/03/2010

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.

#### POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned hereby authorizes, designates and appoints McAlister C. Marshall, II, Michael J. McCullough and Elizabeth C. Restivo, and each of them, his/her true and lawful attorney-in-fact and agent to sign and file with the Securities and Exchange Commission on his/her behalf with respect to the ownership of, or transactions in, securities of The Brink's Company, any report, statement or form (including Form 3, Form 4 and Form 5), and to do any and all acts and things for purposes of complying with Section 16 of the Securities Exchange Act of 1934, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission thereunder; and the undersigned does hereby ratify and confirm all that each of said attorneys shall do or cause to be done by virtue hereof.

The authorization contained herein shall continue in effect until revoked in writing or without notice upon termination of the attorney-in-fact and agent's employment with The Brink's Company and any affiliate thereof.

IN WITNESS WHEREOF, I have hereunto set my hand as of February 23, 2010.

/s/ Paul G. Boynton

Paul G. Boynton