SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

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>Dziedzic Joseph W</u> 2. Date of Requiring (Month/L 08/01/2		ment T	3. Issuer Name and Ticker or Trading Symbol BRINKS CO [BCO]					
(Last) (First) (Middle) 1801 BAYBERRY COURT			4. Relationship of Reporting Perso (Check all applicable) Director	on(s) to Issue 10% Owne	(Moi	Amendment, Da hth/Day/Year)	ate of Original Filed	
P.O. BOX 18100			X Officer (give title below) Vice President and	Other (spe below)	App	icable Line)	/Group Filing (Check	
(Street) RICHMOND VA 23226			vice i resident dia			-	y One Reporting Person y More than One erson	
(City) (State) (Zip)						Reporting P		
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			, , ,			. Nature of Indirect Beneficial Ownership nstr. 5)		
Common Stock ⁽¹⁾			50,381	D				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr		4. Conversion or Exercise Price of		6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	ative or Indirect		
Units	(2)	(2)	Common Stock	337.76	(2)	D		

Explanation of Responses:

1. Subject to the terms and conditions of the 2005 Equity Incentive Plan and a Restricted Stock Units Award Agreement, the Reporting Person has been granted Restricted Stock Units and shall be entitled to receive following the relevant vesting date 50,381 shares of The Brink's Company's ("BCO") common stock underlying the Restricted Stock Units subject to vesting as follows: 16,794 shares on each of July 9, 2010 and 2011 and 16,793 shares on July 9, 2012.

2. 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 BCO, will settle in BCO common stock on a one-for-one basis after the Reporting Person is no longer an employee of BCO, subject to and in accordance with the terms of the Program.

Remarks:

EXHIBIT LIST Exhibit 24 - Power of Attorney

/s/ Joseph W. Dziedzic

08/03/2009

Date

** Signature of Reporting Person

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 5 (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 August 3, 2009.

/s/ Joseph W. Dziedzic Joseph W. Dziedzic