#### FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549	

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average burden									
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

1. Name and Address of Reporting Person* $\underline{\text{LENNON FRANK T}}$													5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner							
(Last) (First) (Middle) 1801 BAYBERRY COURT P.O. BOX 18100					3. Date of Earliest Transaction (Month/Day/Year) 06/16/2006								X	X Officer (give title Other (specify below)  VP & Chief Admin. Officer						
(Street)	OND V	/A	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)	(5	State)	(Zip)																	
		-	Γable I - Non-l	Deriva	tive S	Securities	s Ac	quired, [	Disp	osed c	of, or Be	enefic	ially C	wned						
Date				2A. Deemed Execution Date if any (Month/Day/Year)		Date,	r, Transaction Disp Code (Instr.			rities Acquired (A) or ed Of (D) (Instr. 3, 4 a					6. Owr Form: (D) or (I) (Ins	Direct II Indirect E tr. 4) C	. Nature of ndirect seneficial ownership			
							Code	v	Amount	(A) or (D) Pri		rice	Transaction(s) (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 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		6. Date Exercis Expiration Dat (Month/Day/Ye			7. Title and Amor Securities Under Derivative Secur (Instr. 3 and 4)		rlying	8. Price of Derivative Security (Instr. 5)	9. Numb derivativ Securitic Benefici Owned Followir Reporte Transac	ve es ially 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		xpiration ate	Title		unt or ber of es		(Instr. 4)					
Units	(1)	06/16/2006		A		110.53 <sup>(1)(2)</sup>		(1)		(1)	Common Stock	110.	53(1)(2)	(1)	78,024	.19 <sup>(3)</sup>	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 June 16, 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-06/20/2006

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.