FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Washington, D.C. 20549

OMB APPROVAL								
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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*												5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
<u>RITTER ROBERT T</u>														Director			10% Ow	
(1 1)	/-	-:	(A.4:-1-II)										X	Officer (g below)	ive titie		Other (spectors)	респу
(Last) (First) (Middle) 1801 BAYBERRY COURT				3. Date of Earliest Transaction (Month/Day/Year) 10/20/2006							Vice President and CFO							
P.O. BOX 18100					10/20/	2000												
(Street)					4. If Amendment, Date of Original Filed (Month/Day/Year)						- 1	6. Individual or Joint/Group Filing (Check Applicable Line)						
RICHMO	OND V	'A	23226								X	X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(5	State)	(Zip)		Tom med by more than one Reporting Person									9				
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																	
Date			2. Transa Date Month/D		Execution if any	2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Dispose Code (Instr.		ities Acquired (A) od Of (D) (Instr. 3, 4			and 5) Securities Beneficiall Following		Form:	Direct I Indirect E tr. 4) (7. Nature of Indirect Beneficial Ownership	
							Code	v	Amount (A) or (D)			Price	Reported Transaction(s) (Instr. 3 and 4)				Instr. 4)	
			Table II - De			curities Ills, warra		,	•		,		•	vned				
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)	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 Underl Derivative Securi (Instr. 3 and 4)		lerlying urity	8. Price of Derivative Security (Instr. 5)	9. Numb derivativ Securitie Benefici Owned Followin Reporte	ve es ally ig d	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisab		xpiration ate	Title	Nui	ount or mber of ares		Transaction(s (Instr. 4)			
Units	(1)	10/20/2006		A		104.62 ⁽¹⁾⁽²⁾		(1)		(1)	Common	10	4.62(1)(2)	(1)	59,247	'.6 ⁽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 20, 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/ 10/24/2006 Elizabeth C. Restivo, Attorney-

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.