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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
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

# OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

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Estimated average burde	en
hours per response:	0.5

1. Name and Address of Reporting Person <sup>*</sup> Dziedzic Joseph W			2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>BRINKS CO</u> [ BCO ]		tionship of Reporting Perso all applicable) Director	n(s) to Issuer 10% Owner	
(Last) 1801 BAYBERR P.O. BOX 18100	801 BAYBERRY COURT		3. Date of Earliest Transaction (Month/Day/Year) 03/02/2016	Х	Officer (give title below) Exec Vice Pres and	Other (specify below) and CFO	
(Street) RICHMOND (City)	VA (State)	23226 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person		

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 3) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1151114)
Common Stock	03/02/2016		F		3,256 <sup>(1)</sup>	D	\$29.42	95,875 <sup>(2)</sup>	D	
Common Stock	03/02/2016		F		11 <b>,8</b> 64 <sup>(3)</sup>	D	\$29.42	<b>84,011</b> <sup>(2)</sup>	D	

### 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)		of		6. Date Exerc Expiration Da (Month/Day/)	7. Title Amour Securi Underl Deriva Securi and 4)	nt of ties ying tive ty (Instr. 3	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

#### Explanation of Responses:

1. The Company withheld shares of common stock to satisfy the tax withholding obligation for the Reporting Person's Market Share Units that settled on February 18, 2016, for which the payment date was March 2, 2016.

2. Includes Restricted Stock Units that have not yet vested.

3. The Company withheld shares of common stock to satisfy the tax withholding obligation for the Reporting Person's Performance Share Units that settled on February 18, 2016, for which the payment date was March 2, 2016.

Remarks:

<u>/s/ Lindsay K. Blackwood,</u> <u>Lindsay K. Blackwood,</u> <u>Attorney-in-Fact</u>

03/03/2016

\*\* 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.