FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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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

**OMB APPROVAL** OMB Number: 3235-0287 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

Name and Address of Reporting Person*     DAN MICHAEL T												5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
DAN IV	IICHAEI	<u>. 1</u>		-				,					X	Director			10% Ow	ner
(Last)	(F	irst)	(Middle)		3. Date of Earliest Transaction (Month/Day/Year)								X	Officer (give title below)			Other (s below)	pecify
1801 BAYBERRY COURT					02/01/2010						Chairman, President and CEO							
P.O. BOX 18100																		
(Street)				4	4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line)						
. ,	RICHMOND VA 23226										X Form filed by One Reporting Person							
										Form filed by More than One Reporting Person								
(City)	(S	tate)	(Zip)															
		Ta	ıble I - Non-D	erivat	ive S	ecurities	s Ac	quired, D	isp	osed o	f, or Be	nefic	ially	Owned				
1. Title of Security (Instr. 3)  2. Transa Date (Month/D				te	action 2A. Deemed Execution Date, if any (Month/Day/Year)		Code (Instr.						Fori		m: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
								Code	<i>,</i>	Amount	(A) o (D)	r <sub>Pr</sub>	ice	Transactio (Instr. 3 an				msu. 4)
			Table II - De (e.					uired, Dis , options						wned				
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. Transaction Code (Instr. r)		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 Amount of Securities Underlying Derivativ Security (Instr. 3 and 4)		/ative	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)		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)	.5(5)		
Units	(1)	02/01/2010		A		748.34 <sup>(2)</sup>		(1)		(1)	Common Stock	748.	.34(2)	\$24.66 <sup>(3)</sup>	491,96	6.82	D	

## **Explanation of Responses:**

- 1. 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 The Brink's Company ("BCO") and amounts credited for dividend payments, will settle in BCO common stock on a one-for-one basis following the Reporting Person's termination of employment with BCO, subject to and in accordance with the terms of the Program.
- 2. On the first business day of each month, salary deferred to the Reporting Person's account during the previous month, plus any matching amounts, is converted into Units representing shares of BCO common stock and credited to the Reporting Person's account in accordance with the terms of the Program.
- 3. The number of Units credited to the Reporting Person's account on the Transaction Date is based upon a share price of \$24.66, which is the average trading price of BCO common stock for the month of January 2010, calculated in accordance with the terms of the Program.

## Remarks:

/s/ Elizabeth C. Restivo

Elizabeth C. Restivo, Attorney- 02/02/2010

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.