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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A/A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

AMENDMENT NO. 5

THE BRINK'S COMPANY  
(Exact name of registrant as specified in its charter)

VIRGINIA 54-1317776  
(State of incorporation or organization) (I.R.S. Employer Identification No.)

1801 Bayberry Court, Richmond, Virginia 23226-8100  
(Address of principal executive offices) (Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
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Pittston Brink's Group Rights to Purchase Series A Participating Cumulative Preferred Stock	New York Stock Exchange
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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. []

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. []

Securities Act registration statement file number to which this form relates:  
\_\_\_\_\_ (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

None  
(Title of class)

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Item 1. Description of Registrant's Securities to be Registered.  
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For a description of the Pittston Brink's Group Rights to be registered hereunder, reference is made to the Registration Statement of The Brink's Company (formerly The Pittston Company) (the "Company") on Form 8-A filed on February 26, 1996, as amended on August 11, 1997, on January 14, 2000, on January 14, 2002 and on October 9, 2003, which is incorporated by reference.

Effective on September 25, 2006, the Company and American Stock Transfer & Trust Company ("AST") executed Amendment No. 1 (the "Amendment") to the Amended and Restated Rights Agreement (the "Rights Agreement"), dated September 1, 2003, between the Company and EquiServe Trust Company, N.A., as rights agent. The Amendment amended the Rights Agreement in order to, among other things, modify the requirements by which a successor rights agent may be named and to appoint AST as successor rights agent.

The Amendment is attached hereto as Exhibit 2, which is incorporated herein by reference. The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to that Exhibit 2 and to the Rights Agreement, which was filed as Exhibit 1 to the Form 8-A/A filed by the Company on October 9, 2003 and is incorporated herein by reference.

Item 2. Exhibits.  
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1. Amended and Restated Rights Agreement dated September 1, 2003 between The Brink's Company and EquiServe Trust Company, N.A., as Rights Agent (filed as Exhibit 1 to the Form 8-A/A of the Company filed on October 9, 2003 and incorporated by reference herein).
2. Amendment No. 1 dated September 25, 2006 between The Brink's Company and American Stock Transfer & Trust Company, to the Amended and Restated Rights Agreement dated September 1, 2003 between The Brink's Company and EquiServe Trust Company, N.A., as Rights Agent.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

THE BRINK'S COMPANY,

Date: September 25, 2006

By /s/ Robert T. Ritter

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Name: Robert T. Ritter  
Title: Vice President and Chief  
Financial Officer

INDEX OF EXHIBITS

Exhibit Number	Description
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1.	Amended and Restated Rights Agreement dated September 1, 2003 between The Brink's Company and Equiserve Trust Company, N.A., as Rights Agent (filed as Exhibit 1 to the Form 8-A/A of the Company filed on October 9, 2003 and incorporated by reference herein).
2.	Amendment No. 1 dated September 25, 2006 between The Brink's Company and American Stock Transfer & Trust Company, to the Amended and Restated Rights Agreement dated September 1, 2003 between The Brink's Company and EquiServe Trust Company, N.A., as Rights Agent.

AMENDMENT NO. 1 TO  
AMENDED AND RESTATED RIGHTS AGREEMENT

This Amendment No. 1 to Amended and Restated Rights Agreement (this "Amendment") dated September 25, 2006, is by and between The Brink's Company, a Virginia corporation (the "Company") and American Stock Transfer & Trust Company, a New York banking corporation ("AST").

RECITALS

- A. The Company and Equiserve Trust Company, N.A. (the "Predecessor Agent") are parties to an Amended and Restated Rights Agreement dated September 1, 2003 (the "Rights Agreement").
- B. The Company wishes to remove the Predecessor Agent and appoint AST as rights agent pursuant to Section 22 of the Rights Agreement and to amend the Rights Agreement as provided herein.
- C. The Company has given the Predecessor Agent notice of removal of the Predecessor Agent as rights agent.
- D. Capitalized terms used but not otherwise defined in this Amendment shall have the meanings given to them in the Rights Agreement.

AGREEMENT

NOW THEREFORE, in consideration of the foregoing and of other consideration, the sufficiency of which is hereby acknowledged, the parties agree as follows:

- 1. The amount "\$100 million dollars" at the end of the fifth sentence of Section 22 of the Rights Agreement shall be replaced with the amount "\$25 million dollars".
- 2. The Company hereby appoints AST as rights agent pursuant to Section 22 of the Rights Agreement, to serve in that capacity for the consideration and subject to all of the terms and conditions of the Rights Agreement.
- 3. AST hereby accepts the appointment as rights agent pursuant to Section 22 of the Rights Agreement and agrees to serve in that capacity for the consideration and subject to all of the terms and conditions of the Rights Agreement.
- 4. From and after the effective date hereof, each and every reference in the Rights Agreement to the "Rights Agent" shall be deemed to be a reference to AST or any successor thereto.

5. The address for notice to the Rights Agent at the end of the second sentence of Section 26 of the Rights Agreement shall be replaced with the following address:

American Stock Transfer & Trust Company  
59 Maiden Lane  
New York, NY 10038

Attention: Corporate Trust Department

6. Except as expressly modified herein, the Right Agreement shall remain in full force and effect.
7. This Amendment may be executed in one or more counterparts (including by facsimile), each of which shall together constitute one and the same document, and shall become effective when one or more such counterparts have been signed by each of the parties and delivered to the other parties.
8. This Amendment shall be deemed to be a contract made under the laws of the Commonwealth of Virginia and for all purposes shall be governed by and construed in accordance with the laws of such Commonwealth applicable to contracts to be made and performed entirely within such Commonwealth; provided, however, that to the extent this Amendment applies to provisions of sections of the Rights Agreement that, pursuant to the terms of the Rights Agreement, are to be governed by and construed in accordance with the laws of the State of New York, such provisions shall be so governed.

IN WITNESS WHEREOF, the parties have caused this Amendment to be duly executed as of the date indicated above.

THE BRINK'S COMPANY

By: /s/ Robert T. Ritter  
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Name: Robert T. Ritter  
Vice President and Chief Financial Officer

AMERICAN STOCK TRANSFER &  
TRUST COMPANY

By: /s/ Yehuda L. Neuberger  
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Name: Yehuda L. Neuberger  
Senior Vice President