(Street) NORWALK

CT

06854

# FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

neck this box if no longer subject to
ection 16. Form 4 or Form 5
ligations may continue. See

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden 0.5 nse:

7. Nature of Indirect Beneficial Ownership (Instr. 4)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

See footnote **1**<sup>(1)</sup>

	ions may conti tion 1(b).	nue. See			Filed p					of the Sevent							hou	irs per res	sponse:	
ı	nd Address of	Reporting Person*				. Issue		and T	icker	or Tradii		. ,	Ct 01 194	U	(Che	eck all appl	icable)	ing Pers	on(s) to Iss	
(Last)	(F	First)  T AVENUE	(Middle)			. Date		st Tra	nsact	tion (Mor	ith/D	ay/Year)	)			Office below	r (give title	е	10% On Other (s below)	
(Street) NORWALK CT 06854				_ 4	4. If Amendment, Date of Original Filed (Month/Day/Year)										6. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person					
(City)	2)	State)	(Zip)		-											X Form Perso		lore than	One Repor	rting
		Ta	able I - Noi	n-De	rivati	ive S	ecuriti	es A	\cqı	uired, I	Dis	posed	of, or	Benef	icially	Owned				
1. Title of Security (Instr. 3)			Date		ransaction e onth/Day/Year)		2A. Deemed Execution Date if any (Month/Day/Yea			Code (In		tion Disposed		rities Acquired (A) ed Of (D) (Instr. 3, 4		Benefic Owned	es ially Following	Form	: Direct Indirect str. 4)	7. Natur Indirect Benefic Owners
										Code	v	Amour	nt	(A) or (D)	Price	Reporte Transac (Instr. 3	tion(s)			(Instr. 4
common stock															2,18	36,238			See footno 1 <sup>(1)</sup>	
			Table II -	Deri (e.g.	vativ , put	e Sed s, cal	curities	s Ac rran	quii	red, Di	spo s, c	osed o	of, or E	enefic ecuriti	ially (	Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Da if any (Month/Day/\)		4. Transa Code ( 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exerc Expiration Da (Month/Day/V		ate		7. Title and Amo Securities Under Derivative Secur (Instr. 3 and 4)		rlying	8. Price of Derivativ Security (Instr. 5)	deriva Securi Benefi Owned Follow Report	ties cially I ring ted action(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Bend Own (Inst
					Code	v	(A)	(A) (D)		Date Exercisable		piration te	Title	Amou Numb Share	er of					
Brink's Units (DSAP)	(2)									(2)		(2)	commo stock	<sup>n</sup> 303.	<b>49</b> <sup>(2)(3)</sup>		30	3.49	D	
Stock Option (Right to Buy)	\$61.99								01/0	01/2008	07/	/01/2017	commo stock	<sup>n</sup> 4,	000			1	D <sup>(4)</sup>	
Brink's Units (DSAP)	(5)									(5)	(5) (5) common stock 0.53(6)		53 <sup>(6)</sup>		304.02		D			
Brink's Units (DSAP)	(7)									(7)		(7)	commo stock	n 0.	48 <sup>(6)</sup>		304.5 г		D	
Brink's Units (DSAP)	(8)	03/03/2008			A		0.45 <sup>(6)</sup>			(8)		(8)	commo	0	.45	\$0 <sup>(8)</sup>	30	4.95	D	
I	nd Address of Capital L	Reporting Person*																		
(Last)	NNECTICU	(First) IT AVENUE	(Middl	e)																
(Street)	LK	СТ	0685	4																
(City)		(State)	(Zip)																	
1	nd Address of Thomas	f Reporting Person <sup>*</sup> S R Jr																		
(Last) 200 COI	NNECTICU	(First) JT AVENUE	(Middl	e)																

(City) (State) (Zip)
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#### **Explanation of Responses:**

- 1. The securities beneficially owned by the Reporting Persons are held directly by Jolly Roger Fund LP, a limited partnership for which Pirate Capital LLC ("Pirate") serves as general partner, and Jolly Roger Offshore Fund LTD and Jolly Roger Activist Portfolio Company LTD, investment funds for which Pirate serves as investment advisor (collectively, the "Funds"). Pirate is deemed to be the indirect beneficial owner of the securities reported herein by reason of its position as general partner or investment advisor, as applicable, of the Funds, and may be deemed to hold a fractional pecuniary interest in such shares. Thomas R. Hudson Jr., as the sole manager of Pirate, is also deemed to be the indirect beneficial owner of such securities. The Reporting Persons disclaim beneficial ownership of any and all such securities in excess of their actual pecuniary interest, if any.
- 2. Thomas R. Hudson Jr., as a participant in the Directors' Stock Accumulation Plan (the "DSAP"), will be entitled to receive a distribution in The Brink's Company ("Brink's") common stock in respect of all Brink's Units in Mr. Hudson's account if, after completing at least five years of service as a non-employee director, Mr. Hudson terminates service for any of the reasons described in the DSAP. The number of Brink's Units credited to Mr. Hudson's account on the Transaction Date is based upon a share price of \$65.90, which is the average trading price of Brink's common stock on June 1, 2007, calculated in accordance with the terms of the DSAP.
- 3. Brink's Units were credited to Mr. Hudson's account under the DSAP as a result of an annual allocation, in accordance with the terms of the DSAP.
- 4. The option is held directly by Mr. Hudson.
- 5. Thomas R. Hudson Jr., as a participant in the Directors' Stock Accumulation Plan (the "DSAP"), will be entitled to receive a distribution in The Brink's Company ("Brink's") common stock in respect of all Brink's Units in Mr. Hudson's account if, after completing at least five years of service as a non-employee director, Mr. Hudson terminates service for any of the reasons described in the DSAP. The number of Brink's Units credited to Mr. Hudson's account on the Transaction Date is based upon a share price of \$57.11, which is the average trading price of Brink's common stock on September 4, 2007, calculated in accordance with the terms of the DSAP.
- 6. Brink's Units were credited to Mr. Hudson's account under the DSAP as a result of a dividend payment, in accordance with the terms of the DSAP.
- 7. Thomas R. Hudson Jr., as a participant in the Directors' Stock Accumulation Plan (the "DSAP"), will be entitled to receive a distribution in The Brink's Company ("Brink's") common stock in respect of all Brink's Units in Mr. Hudson's account if, after completing at least five years of service as a non-employee director, Mr. Hudson terminates service for any of the reasons described in the DSAP. The number of Brink's Units credited to Mr. Hudson's account on the Transaction Date is based upon a share price of \$62.96, which is the average trading price of Brink's common stock on December 3, 2007, calculated in accordance with the terms of the DSAP.
- 8. Thomas R. Hudson Jr., as a participant in the Directors' Stock Accumulation Plan (the "DSAP"), will be entitled to receive a distribution in The Brink's Company ("Brink's") common stock in respect of all Brink's Units in Mr. Hudson's account if, after completing at least five years of service as a non-employee director, Mr. Hudson terminates service for any of the reasons described in the DSAP. The number of Brink's Units credited to Mr. Hudson's account on the Transaction Date is based upon a share price of \$67.57, which is the average trading price of Brink's common stock on March 3, 2008, calculated in accordance with the terms of the DSAP.

#### Remarks:

/s/ Pirate Capital LLC, by

Thomas R. Hudson Jr. its 03/04/2008

Portfolio Manager

/s/ Thomas R. Hudson Jr. 03/04/2008

Date

\*\* Signature of Reporting Person

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.