obl

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to | |
|--|--|
| Section 16. Form 4 or Form 5 | |
| obligations may continue. See | |
| nstruction 1(b). | |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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* Porta Douglas A | | | | | 2. Issuer Name and Ticker or Trading Symbol BRINKS CO [BCO] | | | | | | | Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|--|--|--|---|-----------------------------------|---|--|-------|---|-------------------|---------------------------------|---|--|--|---|--|---|--|
| Pertz Douglas A | | | | | | | _ | - | | | X | Director | | | 10% Ow | ner | |
| (Last) (First) (Middle) 555 DIVIDEND DRIVE | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/28/2020 | | | | | | | Officer (below) | give title | | Other (spectors) | pecify | |
| | | | | | | | | | | | | President and CEO | | | | | |
| (Street) COPPELL TX 75019 | | | | [· | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | |
| | | | | | | | | | | | | Form file | | | | | |
| (City) | (S | itate) | (Zip) | | | | | | | | | Form filed by More than One Reporting Person | | | | | |
| | | Tá | ıble I - Non | Deriva | tive S | ecurities | s Ac | quired, D | isposed | of, or Be | neficially | Owned | | | | | |
| Date | | | | 2. Transact Date (Month/Day | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | Transaction Disposed Code (Instr. | | rities Acquir ed Of (D) (Ins | ed (A) or tr. 3, 4 and 5) | 5. Amount Securities Beneficial Owned For Reported | ly (| 6. Owne Form: E (D) or Ir (I) (Insti | Direct Indirect E | 7. Nature of ndirect Beneficial Dwnership Instr. 4) | |
| | | | | | | Code V | Amour | t (A) o | r Price | Transactio | action(s) | | | 1150.4) | | | |
| | 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/Ye | Code | action (Instr. | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exer Expiration D (Month/Day/ | ate | of Securit Underlyin | d Amount ies g Derivative Instr. 3 and | 8. Price of Derivative Security (Instr. 5) | 9. Number derivative Securities Beneficiall Owned Following Reported Transactio | ly G | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) | |
| | | | | Code | le V (A) | | (D) | Date Exercisable | Expiratio Date | n Title | Amount or Number of Shares | | (Instr. 4) | | | | |
| Units | (1) | 02/28/2020 | | A | | 212.88 ⁽²⁾ | | (1) | (1) | Common Stock | 212.88(2) | \$78.29 ⁽³⁾ | 18,381.3 | 31 | D | | |
| Units | (1) | 03/02/2020 | | A | | 33.81 ⁽⁴⁾ | | (1) | (1) | Common Stock | 33.81(4) | \$81.56 ⁽⁵⁾ | 18,415.1 | 12 | D | | |

Explanation of Responses:

- 1. Units (each of which is the economic equivalent of one share of The Brink's Company ("BCO") common stock) credited to the Reporting Person's stock incentive account under the Key Employees' Deferred Compensation Program (the "Program") will settle in BCO common stock on a one-for-one basis and shall be distributed in accordance with the Reporting Person's deferral election either (1) following the Reporting Person's termination of employment with BCO or (2) on a future date selected by the Reporting Person at the time of his or her deferral election.
- 2. In accordance with the terms of the Program, on the last business day of each month, compensation deferred by the Reporting Person during that month and/or any matching amounts are converted into Units and credited to the Reporting Person's stock incentive account.
- 3. The number of Units credited to the Reporting Person's stock incentive account on the Transaction Date is based upon a share price of \$78.29, which is the closing price of BCO common stock on the final trading day of the month in which the deferred compensation would have been payable, calculated in accordance with the terms of the Program.
- 4. In accordance with the terms of the Program, Units (each of which is the economic equivalent of one share of BCO common stock) were credited to the Reporting Person's account as a result of a dividend payment
- 5. The number of Units credited to the Reporting Person's account on the Transaction Date is based upon a share price of \$81.56, which is the closing price of BCO common stock on March 2, 2020, calculated in accordance with the terms of the Program.

Remarks:

/s/ Lindsay K. Blackwood, Lindsay K. Blackwood, 03/03/2020 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.