FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

gton, D.C. 20549	OMB APPR
	OND APPR

Washington, D.C. 2054	9	
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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

OVAL OMB Number: 3235-0287 Estimated average burden hours per response:

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*     LENNON FRANK T						r Name <b>and</b> I <mark>KS CO</mark>			ig Sy	mbol	(Ch	Relationship of eck all applica Director	able)	g Perso	n(s) to Issue 10% Ow Other (s	ner		
(Last) (First) (Middle) 1801 BAYBERRY COURT P.O. BOX 18100					3. Date of Earliest Transaction (Month/Day/Year) 12/30/2005								below)	& Chief Admin. Officer			pecity	
(Street) RICHM(		A State)	23226 (Zip)		4. If Amendment, Date of Original Filed (Month/Day/Year) 01/04/2006							Lin	ndividual or Joint/Group Filing (Check Applicable e)  X Form filed by One Reporting Person Form filed by More than One Reporting Person					
		Ţ	able I - Non-I	Derivat	tive S	ecurities	Acc	quired, I	Disp	osed o	f, or Be	neficiall	y Owned					
Date			. Transac ate Month/Da		2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Dispose Code (Instr.		4. Securi Disposed	rities Acquired (A) c ed Of (D) (Instr. 3, 4		5) Securities Beneficia	5. Amount of Securities Beneficially Owned Following		Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
								Code	v	Amount	nount (A) or (D)		Transacti	Transaction(s) (Instr. 3 and 4)			(1113(11.4)	
			Table II - De			curities <i>i</i>							Owned		,			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	ise (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year	Code (Instr.				6. Date Exercisable and Expiration Date (Month/Day/Year)			Securitie	nd Amount of s Underlying e Security nd 4)		9. Numb derivativ Securitic Benefici Owned Followin Reporte	ve es ially ng d	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable		expiration Pate	Title	Amount of Number of Shares		Transac (Instr. 4)				
Units	(1)	12/30/2005		A		111.2 <sup>(1)(2)</sup>		(1)		(1)	Common Stock	111.2(1)(	2) (1)	74,148.	.23 <sup>(3)</sup>	D		

## **Explanation of Responses:**

- 1. Under the terms of the Key Employees' Deferred Compensation Program (the "Program"), the Reporting Person has chosen to make bi-weekly salary deferrals to an incentive account. As of the end of each fiscal year, the amount of salary deferred to the Reporting Person?s account during that fiscal year, plus any matching amounts, is converted into Units representing shares of The Brink?s Company Common Stock ("BCO") and credited to the Reporting Person's account in accordance with the terms of the Program.
- 2. The number of Units credited to the Reporting Person?s account on the Transaction Date is an estimate based upon trading prices of BCO shares for the two-week period ended December 30, 2005.
- 3. This balance has been adjusted to reflect actual allocation of Units to the Reporting Person?s account for the year ended December 31, 2005.

## Remarks:

Elizabeth C. Restivo /s/ Elizabeth C. Restivo, Attorney- 01/10/2006

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.