FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

hours per response:

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0.5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

l	nd Address of	Reporting Person*				r Name <b>and</b> I <mark>KS CO</mark>			ing S	ymbol		(Ch	elationship of eck all applica X Director	able)	g Perso	10% Ow	ner	
	YBERRY (	First)	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 06/01/2011								Officer ( below)	give title		Other (s below)	pecify	
P.O. BOX 18100				4	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) RICHMO	OND V	'A	23226									Form filed by One Reporting Person Form filed by More than One Reporting Person				ng		
(City)	(9	State)	(Zip)															
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																	
Date				2. Transacti Date Month/Day	Day/Year)   Execution		Deemed cution Date, ly nth/Day/Year)		Transaction Disposed Code (Instr.		ties Acquired (A) or d Of (D) (Instr. 3, 4 and 9		5. Amoun Securities Beneficial Owned Fo Reported	y (D) or	Form:	: Direct Ir r Indirect B str. 4) C	7. Nature of ndirect Beneficial Ownership Instr. 4)	
							Code	v	Amount	(A) o (D)	r Price	Transactio				msu. 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/Year)	Code (Instr.		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)			of Securi Underlyir	id Amount ties ig Derivative Instr. 3 and	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)		Date Exercisal		Expiration Date	Title	Amount o Number o Shares		(Instr. 4)				
Brink's Units (DSAP)	(1)	06/01/2011		A		852.66 <sup>(2)</sup>		(1)		(1)	Common Stock	852.66 <sup>(2</sup>	\$0.00	1,981.3	38 <sup>(3)</sup>	D		

## **Explanation of Responses:**

- 1. The Reporting Person, 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 the Reporting Person's account on a one-for-one basis following the Reporting Person's termination of service as a Non-Employee Director, in accordance with the terms of the DSAP.
- 2. Brink's Units were credited to the Reporting Person's account under the DSAP as a result of an annual allocation, in accordance with the terms of the DSAP. The number of Brink's Units credited to the Reporting Person's account on the Transaction Date is based upon a share price of \$29.32, which is the average trading price of Brink's common stock on June 1, 2011, calculated in accordance with the terms of the DSAP.
- 3. Includes a total of 17.61 Brink's Units representing shares of Brink's common stock that were credited to the Reporting Person's account under the DSAP on September 1 and December 1, 2010 and March 1 and June 1, 2011 as a result of dividend payments, in accordance with the terms of the DSAP.

## Remarks:

/s/ Elizabeth C. Restivo

Elizabeth C. Restivo, Attorney- 06/03/2011

In-Fact

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.