

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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).

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

1. Name and Address of Reporting Person* <u>Pal Rohan</u>  (Last) (First) (Middle) <u>1801 BAYBERRY COURT</u>  (Street) <u>RICHMOND VA 23226</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BRINKS CO [ BCO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Chief Information Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/28/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/01/2019		F		1,270 <sup>(1)</sup>	D	\$79.26	24,288 <sup>(2)</sup>	D	
Common Stock	03/01/2019		F		1,674 <sup>(3)</sup>	D	\$79.26	22,614 <sup>(2)</sup>	D	

**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)	4. Transaction Code (Instr. 8)		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)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Units	(4)	02/28/2019		A		42.24 <sup>(5)</sup>		(4)	(4)	Common Stock	42.24 <sup>(5)</sup>	\$78.92 <sup>(6)</sup>	2,928.57	D	
Units	(4)	03/01/2019		A		5.59 <sup>(7)</sup>		(4)	(4)	Common Stock	5.59 <sup>(7)</sup>	\$78.57 <sup>(8)</sup>	2,934.16	D	

**Explanation of Responses:**

- The Company withheld shares of common stock to satisfy the tax withholding obligation for the Reporting Person's Internal Metric Performance Share Units that settled on February 21, 2019, for which the payment date was March 1, 2019.
- Includes Restricted Stock Units that have not yet vested.
- The Company withheld shares of common stock to satisfy the tax withholding obligation for the Reporting Person's Relative Total Shareholder Return Performance Share Units that settled on February 21, 2019, for which the payment date was March 1, 2019.
- 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.
- 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.
- The number of Units credited to the Reporting Person's stock incentive account on the Transaction Date is based upon a share price of \$78.92, 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.
- 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 with respect to BCO common stock.
- The number of Units credited to the Reporting Person's account on the Transaction Date is based upon a share price of \$78.57, which is the closing price of BCO common stock on March 1, 2019, calculated in accordance with the terms of the Program.

**Remarks:**

/s/ Lindsay K. Blackwood,  
Lindsay K. Blackwood, 03/04/2019  
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.

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