SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*] REED AUSTIN F	2. Issuer Name **and** Ticker or Trading Symbol BRINKS CO [BCO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last)　　(First)　　(Middle) 1801 BAYBERRY COURT P.O. BOX 18100	3. Date of Earliest Transaction (Month/Day/Year) 05/11/2004	Director　　　　　　10% Owner X Officer (give title below)　　Other (specify below) VP, Gen'l Counsel & Secretary
(Street) RICHMOND　VA　23226	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 　Form filed by More than One Reporting Person
(City)　　(State)　　(Zip)		

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	05/11/2004		M		25,000	A	$13.66	29,765	D	
Common Stock	05/11/2004		M		612	A	$19.09	30,377	D	
Common Stock	05/11/2004		M		9,696	A	$20.05	40,073	D	
Common Stock	05/11/2004		S		612	D	$28.8	39,461	D	
Common Stock	05/11/2004		S		6,888	D	$28.8	32,573	D	
Common Stock	05/11/2004		S		2,000	D	$28.81	30,573	D	
Common Stock	05/11/2004		S		808	D	$28.84	29,765	D	
Common Stock	05/11/2004		S		92	D	$28.84	29,673	D	
Common Stock	05/11/2004		S		800	D	$28.85	28,873	D	
Common Stock	05/11/2004		S		1,100	D	$28.86	27,773	D	
Common Stock	05/11/2004		S		1,100	D	$28.87	26,673	D	
Common Stock	05/11/2004		S		400	D	$28.88	26,273	D	
Common Stock	05/11/2004		S		4,000	D	$28.89	22,273	D	
Common Stock	05/11/2004		S		600	D	$28.9	21,673	D	
Common Stock	05/11/2004		S		300	D	$28.94	21,373	D	
Common Stock	05/11/2004		S		500	D	$28.96	20,873	D	
Common Stock	05/11/2004		S		400	D	$28.97	20,473	D	
Common Stock	05/11/2004		S		800	D	$28.98	19,673	D	
Common Stock	05/11/2004		S		2,000	D	$28.99	17,673	D	
Common Stock	05/11/2004		S		4,800	D	$29	12,873	D	
Common Stock	05/11/2004		S		3,900	D	$29.01	8,973	D	
Common Stock	05/11/2004		S		600	D	$29.02	8,373	D	
Common Stock	05/11/2004		S		600	D	$29.03	7,773	D	
Common Stock	05/11/2004		S		200	D	$29.04	7,573	D	
Common Stock	05/11/2004		S		100	D	$29.05	7,473	D	
Common Stock	05/11/2004		S		300	D	$29.07	7,173	D	
Common Stock	05/11/2004		S		1,208	D	$29.08	5,965	D	
Common Stock	05/11/2004		S		1,200	D	$29.09	4,765	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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	Amount or Number of Shares				
Option - Right to Buy	$13.66	05/11/2004		M			25,000	(1)	07/13/2006	Common Stock	25,000	(2)	121,936	D	
Option - Right to Buy	$19.09	05/11/2004		M			612	(3)	07/08/2005	Common Stock	612	(2)	121,324	D	
Option - Right to Buy	$20.05	05/11/2004		M			9,696	(3)	07/08/2005	Common Stock	9,696	(2)	111,628	D	

Explanation of Responses:

1. The option vested in three installments as follows: 8,334 on July 13, 2001; 8,333 on July 13, 2002; and 8,333 on July 13, 2003

2. Not applicable

3. The option vested in three equal installments on July 8, 2000, 2001 and 2002

Remarks:

/s/ McAlister C. Marshall II
McAlister C. Marshall II, Attorney-in-Fact for Austin F. Reed

05/13/2004

** 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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