

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Pirate Capital LLC</u>  (Last) (First) (Middle) 800 CONNECTICUT AVENUE ONE NORTH  (Street) NORWALK CT 06854  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BRINKS CO</u> [ BCO ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 02/11/2009	
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	02/11/2009		S		200,000	D	\$27.99 <sup>(1)</sup>	331,474	I	See footnote <sup>(2)</sup>
Common Stock	02/12/2009		S		173,700	D	\$26.86 <sup>(3)</sup>	157,774	I	See footnote (2)
Common Stock	02/12/2009		S		26,300	D	\$27.34 <sup>(4)</sup>	131,474	I	See footnote (2)
Common Stock								13,154	D <sup>(5)</sup>	

**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)		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	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*

Pirate Capital LLC

(Last) (First) (Middle)

800 CONNECTICUT AVENUE  
ONE NORTH

(Street)

NORWALK CT 06854

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Hudson Thomas R Jr

(Last) (First) (Middle)

800 CONNECTICUT AVENUE  
ONE NORTH

(Street)

NORWALK

CT

06854

(City)

(State)

(Zip)

**Explanation of Responses:**

1. Weighted average of sale prices, which ranged from \$27.66 to \$28.39. The Reporting Person undertakes to provide upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
2. The securities beneficially owned by the Reporting Persons are held directly by Jolly Roger Offshore Fund LTD, an investment fund for which Pirate Capital LLC ("Pirate") serves as investment advisor (the "Fund"). Pirate is deemed to be the indirect beneficial owner of the securities reported herein by reason of its position as investment advisor of the Fund, and may be deemed to hold a fractional pecuniary interest in such shares. Thomas R. Hudson Jr., as the sole manager of Pirate, is also deemed to be the indirect beneficial owner of such securities. The Reporting Persons disclaim beneficial ownership of any and all such securities in excess of their actual pecuniary interest, if any.
3. Weighted average of sale prices, which ranged from \$26.255 to \$27.25. The Reporting Person undertakes to provide upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
4. Weighted average of sale prices, which ranged from \$27.26 to \$27.49. The Reporting Person undertakes to provide upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
5. These shares are held directly by Mr. Hudson.

**Remarks:**

/s/ Pirate Capital LLC, by  
Thomas R. Hudson Jr., its                      02/13/2009  
Portfolio Manager

Thomas R. Hudson Jr.                      02/13/2009

\*\* 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.