SEC Form 4

 \square

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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 Addre	1 0		2. Issuer Name and Ticker or Trading Symbol <u>BRINKS CO</u> [BCO]		tionship of Reporting Pers all applicable) Director	10% Owner		
(Last) (First) (Middle) 1801 BAYBERRY COURT			3. Date of Earliest Transaction (Month/Day/Year) 02/22/2018	X	Officer (give title below) EVP, Chief Financi	Other (specify below) al Officer		
(Street) RICHMOND (City)	VA (State)	23226 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	,			
		Table I - Non-Deriva	ative Securities Acquired, Disposed of, or Benefi	, cially (Dwned			

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)		Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(11301 4)
Common Stock	02/22/2018		Α		4,323(1)	Α	\$0.00	44,634 ⁽²⁾	D	
Common Stock	02/24/2018		F		383 ⁽³⁾	D	\$75.4	44,251 ⁽⁴⁾	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. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security	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				
Employee Stock Options (Right to Buy)	\$73.45	02/22/2018		A		17,438		(5)	02/22/2024	Common Stock	17,438	\$0.00	17,438	D	

Explanation of Responses:

1. Each Restricted Stock Unit represents a right to receive, subject to the terms and conditions of the 2017 Equity Incentive Plan and a Restricted Stock Units Award Agreement, one share of the Company's common stock subject to vesting in three annual installments, beginning in February 2019.

2. Includes 10,993 Restricted Stock Units that have not vet vested.

3. The Company withheld shares of common stock to satisfy the tax withholding obligation for the Reporting Person's Restricted Stock Units that vested on February 24, 2018.

4. Includes 9,422 Restricted Stock Units that have not yet vested.

5. The options vest on the third anniversary of the grant date, February 22, 2021, if the average closing stock price over any 15 consecutive trading days between the grant date and the third anniversary was at least \$91.81.

Remarks:

/s/Cariann D. Fisher Cariann D. 02/26/2018 Fisher, 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.

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.