SEC Form 4

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
nstruction 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									
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1. Name and Address of Reporting Person* CAZER MICHAEL J			2. Issuer Name and Ticker or Trading Symbol BRINKS CO [BCO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) 1801 BAYBERR P.O. BOX 18100	(First) Y COURT	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/02/2008	Х	Officer (give title below) Vice President and	Other (specify below) d CFO		
(Street) RICHMOND VA 23226 (City) (State) (Zip)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X	idual or Joint/Group Filing ((Form filed by One Report Form filed by More than C Person	ing Person		

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

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1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	v	Amount (A) or (D) Price		Price	Transaction(s) (Instr. 3 and 4)		(1130.4)		

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)	4. Transa Code (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)	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		(Instr. 4)		
Units	(1)	06/02/2008		A		104.22 ⁽¹⁾		(1)	(1)	Common Stock	104.22(1)	\$71.96 ⁽²⁾	104.22	D	
Units	(1)	06/02/2008		Α		0.14 ⁽³⁾		(1)	(1)	Common Stock	0.14 ⁽³⁾	\$72.04 ⁽⁴⁾	104.37	D	

Explanation of Responses:

1. Under the terms of the Key Employees' Deferred Compensation Program (the "Program"), the Reporting Person has chosen to make salary deferrals to an incentive account. On the first business day of each month, the amount of salary deferred to the Reporting Person?s account during the previous month, plus any matching amounts, is converted into Units representing shares of The Brink?s Company ("BCO") Common Stock and credited to the Reporting Person's account in accordance with the terms of the Program. Dividends are calculated and credited to the Reporting Person's total account balance in accordance with the terms of the Program.

2. The number of Units credited to the Reporting Person's account on the Transaction Date is based upon a share price of \$71.96, which is the average trading price of BCO Common Stock for the month of May 2008, calculated in accordance with the terms of the Program.

3. Units representing shares of BCO Common Stock were credited to the Reporting Person's account under the Program as a result of a dividend payment, in accordance with the terms of the Program.

4. The number of Units credited to the Reporting Person's account on the Transaction Date is based upon a share price of \$72.04, which is the average trading price of BCO Common Stock for June 2, 2008, calculated in accordance with the terms of the Program.

Remarks:

EXHIBIT LIST Exhibit 24 - Power of Attorney

/s/ Elizabeth C. Restivo Elizabeth C. Restivo, Attorney- 06/04/2008 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.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned hereby authorizes, designates and appoints Austin F. Reed, Michael J. McCullough and Elizabeth C. Restivo, and each of them, his true and lawful attorney-in-fact and agent to sign and file with the Securities and Exchange Commission on his/her behalf with respect to the ownership of, or transactions in, securities of The Brink's Company, any report, statement or form (including Form 3, Form 4 and Form 5), and to do any and all acts and things for purposes of complying with Section 16 of the Securities Exchange Act of 1934, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission thereunder; and the undersigned does hereby ratify and confirm all that each of said attorneys shall do or cause to be done by virtue hereof.

The authorization contained herein shall continue in effect until revoked in writing or without notice upon termination of the attorney-in-fact and agent's employment with The Brink's Company and any affiliate thereof.

IN WITNESS WHEREOF, I have hereunto set my hand as of May 7, 2008.

/s/ Michael J. Cazer Michael J. Cazer