SEC Form 4

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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

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tionshin of R	porting Person(s) to Issuer		1

	s of Reporting Person	*	2. Issuer Name and Ticker or Trading Symbol BRINKS CO [BCO]		ionship of Reporting Perso all applicable)	n(s) to Issuer
REED AUST	<u>IN F</u>				Director	10% Owner
				Х	Officer (give title below)	Other (specify below)
(Last) 1801 BAYBERR	(First) Y COURT	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/08/2004		VP, Gen'l Counsel &	Secretary
P.O. BOX 18100						
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line)	dual or Joint/Group Filing (Check Applicable
(Street)	VA	23226		X	Form filed by One Report	ting Person
	٧A				Form filed by More than (Person	One Reporting
(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)	Execution Date, Transaction			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
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 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)		of		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				
Employee Stock Option (Right to Buy)	\$32.68	07/08/2004		A		30,000		(1)	07/08/2010	Common Stock	30,000	(2)	141,628	D	

Explanation of Responses:

1. The option vests in three equal installments on July 8, 2005, 2006 and 2007.

2. Not applicable.

Remarks:

/s/ Elizabeth C. Restivo

Elizabeth C. Restivo, Attorney- 07/12/2004

<u>in-Fact</u>

** 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.