FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See

Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

ishington, D.C	5. 20549		

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	nd Address of DUGH JA	Reporting Person*  MES B				r Name <b>and</b> IKS CO			ing Sy	ymbol			(Chec	ationship of k all applica Director Officer (d	ble)	j Persoi	n(s) to Issue 10% Ow Other (s	ner
(Last) (First) (Middle) 1801 BAYBERRY COURT P.O. BOX 18100				3. Date of Earliest Transaction (Month/Day/Year) 07/14/2006							X	below) "			below)			
(Street)		A	23226	2	4. If Amendment, Date of Original Filed (Month/Day/Year)					6. Indi Line)	′							
(City)	(S	state)	(Zip)											Person				
		Т	able I - Non-I	Derivat	tive S	ecurities	Ac	quired,	Dis	posed c	f, or Be	nefic	ially	Owned				
Date				2A. Deemed Execution Date if any (Month/Day/Yea		Date,	, Transaction Disposed Code (Instr.		ities Acquired (A) or d Of (D) (Instr. 3, 4 and					Form:	: Direct I Indirect I str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									v	Amount	(A) or (D)		ice	Transactio	ransaction(s) Instr. 3 and 4)			(5 4)
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
Derivative Conversion Date Security Or Exercise (Month/Day/Year) if		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)		Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Securities Underlyin Derivative Security (Instr. 3 and 4)		rlying	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 Exercisal		Expiration Date	Title		unt or ber of es		(Instr. 4)			
Units	(1)	07/14/2006		A		54.12 <sup>(1)(2)</sup>		(1)		(1)	Common Stock	54.1	<b>2</b> <sup>(1)(2)</sup>	(1)	45,626.0	61 <sup>(3)</sup>	D	

## **Explanation of Responses:**

- 1. Under the terms of the Key Employees' Deferred Compensation Program (the "Program"), the Reporting Person has chosen to make bi-weekly salary deferrals to an incentive account. As of the end of each fiscal year, the amount of salary deferred to the Reporting Person?s account during that fiscal year, 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.
- 2. The number of Units credited to the Reporting Person?s account on the Transaction Date is an estimate based upon trading prices of BCO shares for the two-week period ended July 14, 2006.
- 3. The total number of Units owned following the reported transaction is an estimate of the total number of Units representing shares of BCO in the Reporting Person's account under the Program.

## Remarks:

Elizabeth C. Restivo /s/

Elizabeth C. Restivo, Attorney- 07/18/2006

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.