| 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 |
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| 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 hurden

| Estimated average burden | |
|--------------------------|-----|
| hours per response: | 0.5 |

| 1. Name and Address of Reporting Person [*] Herling Michael J | 2. Issuer Name and Ticker or Trading Symbol <u>BRINKS CO</u> [BCO] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner |
|---|--|---|
| (Last) (First) (Middle) 1801 BAYBERRY COURT | 3. Date of Earliest Transaction (Month/Day/Year) 07/08/2011 | X Director 10% Owner Officer (give title Other (specify below) |
| P.O. BOX 18100 (Street) RICHMOND VA 23226 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person |
| (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) | 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 | Form: Direct | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---|------|---|---|---------------|-------|---|--------------|---|
| | | | Code | v | Amount | (A) or (D) | Price | Reported 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 | | | | |
| Deferred Stock Units | (1) | 07/08/2011 | | A | | 2,256 | | (1) | (1) | Common Stock | 2,256 | \$0.00 | 2,256 | D | |

Explanation of Responses:

1. Subject to the terms and conditions of the Non-Employee Directors' Equity Plan and a Deferred Stock Units Award Agreement, the Reporting Person has been granted Deferred Stock Units with a one year vesting period that accelerates upon a separation from service or a change in control of The Brink's Company (the "Company"). The Deferred Stock Units will be settled in Company common stock on a one-for-one basis six months following the Reporting Person's termination of service from the Board of Directors of the Company.

Remarks:

<u>/s/ Elizabeth C. Restivo</u>

Elizabeth C. Restivo, Attorney- 07/12/2011 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.