

BRINKS CO  
Form SC 13G/A  
February 13, 2008

**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

---

**SCHEDULE 13G**

**(Rule 13d-102)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)  
(Amendment No. 1) \***

**THE BRINK'S COMPANY**

*( NAME OF ISSUER )*

**COMMON STOCK**

*(Title of Class of Securities)*

**109696104**

(CUSIP Number)

**DECEMBER 31,2007**

*(Date of Event Which Requires Filing of this Statement)*

---

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1 (b)

Rule 13d-1 (c)

Rule 13d-1 (d)

CUSIP No.  
109696104

---

1. Names of  
reporting persons

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
(ENTITIES ONLY)

JPMorgan Chase Bank, N.A., as Directed  
Trustee of The Brink's Company Employee  
Benefits Trust

---

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)  
GROUP\* (b)

---

3. SEC USE ONLY

---

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

---

NUMBER OF 5. SOLE VOTING POWER 0  
SHARES

<i>BENEFICIALLY</i>	6.	SHARED VOTING POWER	2,723,989
<i>OWNED BY</i>			
<i>EACH</i>	7.	SOLE DISPOSITIVE POWER	0
<i>REPORTING</i>			
<i>PERSON WITH</i>	8.	SHARED DISPOSITIVE POWER	2,723,989

---

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

2,723,989

---

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES

CERTAIN SHARES

---

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW  
(9)

5.62%

---

12. TYPE OF REPORTING PERSON\* BK, OO

**Item**      **Name of Issuer:**  
**1 (a) .**

The Brink's Company

**Item**      **Address of Issuer's Principal**  
**1 (b) .**      **Executive Offices:**

1801 Bayberry Court, Richmond, VA  
23226-8100

**Item**      **Name of Person Filing:**  
**2 (a) .**

JPMorgan Chase Bank, N.A., as  
Directed Trustee of The Brink's  
Company Employee Benefits Trust

**Item**      **Address of Principal Business Office**  
**2 (b) .**      **or, if None, Residence:**

1111 Polaris Parkway  
Columbus, Ohio 43240

**Item**      **Citizenship**  
**2 (c) .**

United States

**Item**      **Title of Class of Securities:**  
**2 (d) .**

Common Stock

Unless otherwise noted, security being reported  
is common stock

**Item**            **CUSIP**                    **109696104**  
**2 (e) .**        **Number:**

**Item 3    If this Statement is Filed Pursuant  
to Rule 13d-1(b), or 13d-2(b)  
Or (c), Check Whether the Person  
Filing is a :**

- (a)            Broker or dealer registered under Section 15 of the Exchange Act;
- (b)         Bank as defined in Section 3(a)(6) of the Exchange Act;  
(See Item 2(a) above)
- (c)            Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d)            Investment company registered under Section 8 of the Investment Company Act;
- (e)            An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)            An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)            A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)            A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)            A church plan that is excluded from the definition of an

Investment company under Section 3(c)(14)  
of the Investment

Company act;

- (j) Group, in accordance with Rule  
13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(b), check this box. X

---

Page 2 of 3 pages

#### Item 4. Ownership

Provide the following information regarding the aggregate number and

Percentage of the class of securities of issuer identified in Item 1.

- (a) Amount beneficially owned: 2,723,989  
Including 0 shares where there is a Right to Acquire.

- (b) Percent of class: 5.62%

Based on total outstanding shares as of October 31, 2007, as reported in the Company's Form 10-Q for the quarter ended September 30, 2007.

- (c) Number of shares as to which such person has:
- |       |   |           |
|-------|---|-----------|
| (i)   | Sole power to vote or to direct the vote:   | 0         |
| (ii)  | Shared power to vote or to direct the vote: | 2,723,989 |
| (iii) |   | 0         |

Sole power to dispose or  
to direct the disposition  
of:

(iv) Shared power to dispose      2,723,989  
or to direct the  
disposition of:

The 2,723,989 shares of Common Stock are held in the trust (the "Trust") created pursuant to the Trust Agreement, dated December 7, 1992, as amended (the "Trust Agreement"), by and between The Brink's Company, a Virginia corporation (the "Company"), and JPMorgan Chase Bank, N.A., as trustee (the "Trustee") of the Trust.

The Trustee has no discretion in the manner in which the shares of Common Stock held in the Trust will be voted. The manner in which shares of Common Stock held in the Trust are voted, or are tendered in response to any tender or exchange offer for shares of Common Stock, is determined in accordance with the terms of the Trust Agreement.

Shares of Common Stock acquired pursuant to the Trust Agreement and held in the Trust may be released from the Trust by the Trustee only upon the direction of the Company's Administrative Committee in the manner set forth in the Trust Agreement.

**Item 5. Ownership of Five Percent or Less  
of a Class.**

Not Applicable

**Item 6. Ownership of More than Five Percent  
on Behalf of Another Person.**



Not Applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security being reported on by the Parent Holding Company.**

Not Applicable

**Item 8. Identification and Classification of Members of the Group.**

Not Applicable

**Item 9. Notice of Dissolution of Group.**

Not Applicable

**Item 10. Certifications**

By signing below I certify that, to the best of my knowledge and belief,

the securities referred to above were not acquired and are not held for the

purpose of or with the effect of changing or influencing the control of the

issuer of the securities and were not acquired and are not held in connection

with or as a participant in any transaction having that purpose or effect.

---

Page 3 of 3 pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the

information set forth in this statement is true, complete and correct.

Dated: FEBRUARY  
13, 2008

JPMorgan Chase Bank, N.A., as Directed  
Trustee of The Brink's Company  
Employee Benefits Trust

Edgar Filing: BRINKS CO - Form SC 13G/A

By: /s/ Peter J. Coghill

-----  
Peter J. Coghill

Vice President

The original statement shall be signed by each person on whose behalf the statement

is filed or his authorized representative. If the statement is signed on behalf of

a person by his authorized representative (other than an executive officer or general

partner of the filing person), evidence of the representative's authority to sign on

behalf of such person shall be filed with the statement, provided, however, that a

power of attorney for this purpose which is already on file with the commission may

be incorporated by reference. The name and any title of each person who signs the

the statement shall be typed or printed beneath his signature.