

HARTOUGH JAMES B

Form 4

March 05, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HARTOUGH JAMES B

(Last) (First) (Middle)

1801 BAYBERRY COURT, P.O.
BOX 18100

(Street)

RICHMOND, VA 23226

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

BRINKS CO [BCO]

3. Date of Earliest Transaction
(Month/Day/Year)

03/03/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

VP - Corp. Fin. and Treasurer

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person**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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control
number.**SEC 1474
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deriv Secur
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)								
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Units	(1)	03/03/2008	A		69.94 (1)		(1)	(1)	Common Stock	69.94 (1)	\$ 6		
Units	(1)	03/03/2008	A		71.83 (3)		(1)	(1)	Common Stock	71.83 (3)	\$ 6		
Units	(5)	03/03/2008	A		450.73 (5)		(5)	(5)	Common Stock	450.73 (5)	\$ 6		

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HARTOUGH JAMES B 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226	VP - Corp. Fin. and Treasurer

Signatures

/s/ Elizabeth C. Restivo Elizabeth C. Restivo,
Attorney-in-Fact 03/05/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

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 \$64.34, which is the average trading price of BCO Common Stock for the month of February 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 \$67.57, which is the average trading price of BCO Common Stock for March 3, 2008, calculated in accordance with the terms of the Program.

(5) Under the terms of the Program, the Reporting Person has chosen to defer a portion of the annual award payable to the Reporting Person under the Company's Key Employees Incentive Plan to an incentive account. Such deferral, plus any matching amounts, is converted into Units representing shares of BCO Common Stock and credited to the Reporting Person's account in accordance with the terms of the Program.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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