

BRINKS CO
Form 4
June 04, 2008

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 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BARKER JAMES R

(Last) (First) (Middle)

**1801 BAYBERRY COURT, P.O.
BOX 18100**

(Street)

RICHMOND, VA 23226-8100

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
BRINKS CO [BCO]

3. Date of Earliest Transaction
(Month/Day/Year)
06/02/2008

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)

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	(D)	Price

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

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information contained in this form are not
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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. Price of Underlying Securities

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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)									
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Brink's Units (DSAP)	(1)	06/02/2008	A		12.93 (2)		(1)	(1)	Common Stock	12.93 (2)			
Brink's Units (DSAP)	(1)	06/02/2008	A		277.62 (3)		(1)	(1)	Common Stock	277.62 (3)			

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BARKER JAMES R 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226-8100	X

Signatures

/s/ Elizabeth C. Restivo Elizabeth C. Restivo,
Attorney-In-Fact 06/04/2008

__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).

The Reporting Person, as a participant in the Directors' Stock Accumulation Plan (the "DSAP"), will be entitled to receive a distribution
(1) in The Brink's Company ("Brink's") Common Stock in respect of all Brink's Units in the Reporting Person's account following the Reporting Person's termination of service as a Non-Employee Director, in accordance with the terms of the DSAP.

Brink's Units were credited to the Reporting Person's account under the DSAP as a result of a dividend payment, in accordance with the terms of the DSAP. The number of Brink's Units credited to the Reporting Person's account on the Transaction Date is based upon a share price of \$72.04, which is the average trading price of Brink's Common Stock on June 2, 2008, calculated in accordance with the terms of the DSAP.
(2)

Brink's Units were credited to the Reporting Person's account under the DSAP as a result of an annual allocation, in accordance with the terms of the DSAP. The number of Brink's Units credited to the Reporting Person's account on the Transaction Date is based upon a share price of \$72.04, which is the average trading price of Brink's Common Stock on June 2, 2008, calculated in accordance with the terms of the DSAP.
(3)

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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