

BRINKS CO
Form 4
August 19, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LENNON FRANK T

(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)

08/15/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

VP & Chief Admin. Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	08/15/2008		M	6,666 A	\$ 15.27 10,403	D	
Common Stock	08/15/2008		M	30,000 A	\$ 32.68 40,403	D	
Common Stock	08/15/2008		M	10,931 A	\$ 35.79 51,334	D	
Common Stock	08/15/2008		F	10,513 D	\$ 69.84 40,821	D	
Common Stock	08/15/2008		S	21,048 D	\$ 70.0027 19,773	D	

(1)

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Common Stock	08/18/2008	M	24,069	A	\$ 35.79	43,842	D
Common Stock	08/18/2008	F	4,963	D	\$ 70	38,879	D
Common Stock	08/18/2008	S	12,352	D	\$ <u>(2)</u> 70.0991	26,527	D

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

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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 (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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 15.27	08/15/2008		M	6,666	07/10/2006 07/10/2009	Common Stock 6,666
Employee Stock Option (Right to Buy)	\$ 32.68	08/15/2008		M	30,000	<u>(3)</u> 07/08/2010	Common Stock 30,000
Employee Stock Option (Right to Buy)	\$ 35.79	08/15/2008		M	10,931	07/07/2006 07/07/2011	Common Stock 10,931
Employee Stock Option (Right to Buy)	\$ 35.79	08/18/2008		M	24,069	<u>(4)</u> 07/07/2011	Common Stock 24,069

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LENNON FRANK T 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226			VP & Chief Admin. Officer	

Signatures

/s/ Elizabeth C. Restivo Elizabeth C. Restivo,
Attorney-in-Fact

08/19/2008

__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).

- (1) Weighted average of sale prices, which ranged from \$70.00 to \$70.03. The Reporting Person undertakes to provide upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (2) Weighted average of sale prices, which ranged from \$70.00 to \$70.25. The Reporting Person undertakes to provide upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (3) The options vested in three equal annual installments on July 8, 2005, 2006 and 2007.
- (4) The options vested in three installments as follows: 736 shares on July 7, 2006, 11,667 shares on July 7, 2007 and 11,666 shares on July 7, 2008.
- (5) The Reporting Person held options (vested and unvested) for a total of 95,000 shares as of August 18, 2008, following the Reported Transactions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.