BRINKS CO Form 4 March 03, 2005

FORM 4

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

OMB APPROVAL OMB

3235-0287 Number: January 31,

2005 Estimated average

Expires:

burden hours per response...

0.5

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

Security

(Instr. 3)

1. Name and Address of Reporting Person * DAN MICHAEL T

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

BRINKS CO [BCO]

(Check all applicable)

1801 BAYBERRY COURT, P.O.

(Street)

(First)

(Middle)

(Month/Day/Year) 03/01/2005

_X__ Director 10% Owner X_ Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

BOX 18100

below) Chairman, President and CEO

4. If Amendment, Date Original

3. Date of Earliest Transaction

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

RICHMOND, VA 23226

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

(A)

(Instr. 8)

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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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
Units	(1)	03/01/2005		A	129.04 (1)		<u>(1)</u>	<u>(1)</u>	Common Stock	129.04 (1)
Units	<u>(3)</u>	03/02/2005		A	12,703.61		(3)	(3)	Common Stock	12,703.61

Reporting Owners

Reporting Owner Name / Address	Relationships						
Toporting of more remote requirement	Director	10% Owner	Officer	Other			
DAN MICHAEL T 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226	X		Chairman, President and CEO				

Signatures

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

03/03/2005

**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).
 - Estimation of additional Units representing shares of The Brink's Company Common Stock ("BCO") to be credited to the Reporting Person's account under the Key Employees' Deferred Compensation Program (the "Program") as a result of a dividend payment. The
- (1) number of additional Units is calculated based on a per share price of \$35.07. As of the end of each fiscal year, all estimated amounts in the Reporting Person?s account under the Program are converted into Units representing shares of BCO and credited to the Reporting Person?s account in accordance with the terms of the Program.
- (2) The total number of Units owned following the reported transaction is an estimate of the total number of Units representing shares of BCO in the Reporting Person's account under the Program.
 - Under the terms of the Program, the Reporting Person has chosen to defer a portion of the annual performance award payable to the Reporting Person under the Company's Management Performance Improvement Plan to an incentive account. The number of Units
- (3) credited to the Reporting Person?s account on the Transaction Date as a result of that deferral is an estimate that has been calculated based upon a per share price of \$35.73. As of the end of each fiscal year, all estimated amounts in the Reporting Person?s account under the Program are converted into Units representing shares of BCO and credited to the Reporting Person?s account in accordance with the terms of the Program.

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.

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