Marshall McAlister C II Form 4 March 03, 2011

## 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

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

obligations may continue. See Instruction

1(b).

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 \* Marshall McAlister C II

2. Issuer Name and Ticker or Trading Symbol

BRINKS CO [BCO]

(First) (Middle) (Last)

3. Date of Earliest Transaction

(Month/Day/Year)

1801 BAYBERRY COURT, P.O. BOX 18100

03/01/2011

Director 10% Owner X\_ Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

below)

Issuer

below) VP and General Counsel

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

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

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

RICHMOND, VA 23226

(City) (State) (Zip)

(Street)

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

1. Title of Security (Month/Day/Year) (Instr. 3)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

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

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 Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and Expiration Date (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

8. I

Dei

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#### Edgar Filing: Marshall McAlister C II - Form 4

(Instr. 3)	) Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	r. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Ins	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Units	(1)	03/01/2011		A	201.36 (2)		<u>(1)</u>	<u>(1)</u>	Common Stock	201.36 (2)	\$
Units	<u>(1)</u>	03/01/2011		A	1,313.2 (4)		<u>(1)</u>	(1)	Common Stock	1,313.2 (4)	\$

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
. 8	Director	10% Owner	Officer	Other			
Marshall McAlister C II			VD and				
1801 BAYBERRY COURT			VP and				
P.O. BOX 18100			General				
			Counsel				
RICHMOND, VA 23226							

## **Signatures**

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

03/03/2011

Date

\*\*Signature of Reporting Person

## **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 deferrals to an incentive account. These deferrals, plus amounts matched by The Brink's Company ("BCO") and amounts credited for dividend payments, will settle in BCO common stock on a one-for-one basis following the Reporting Person's termination of employment with BCO, subject to and in accordance with the terms of the Program.
- On the first business day of each month, salary deferred to the Reporting Person's account during the previous month, 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.
- (3) The number of Units credited to the Reporting Person's account on the Transaction Date is based upon a share price of \$30.46, which is the average trading price of BCO common stock for the month of February 2011, calculated in accordance with the terms of the Program.
- Under the terms of the Program, the Reporting Person has chosen to defer a portion of the annual award payable to him under the Key

  (4) 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.
- (5) Includes 34.71 Units representing shares of BCO common stock that 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.

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.

Reporting Owners 2