## Edgar Filing: BRINKS CO - Form 4

DDINIKG CO

Form 4										
February 03, 2015								OMB A	PPROVAL	
FORM 4	UNITED	STATES		RITIES A			E COMMISSIO	-	3235-0287	
Check this box if no longer										
subject to Section 16. Form 4 or	STATEM			SECU	Estimated burden hou response	ours per				
Form 5 obligations may continue. See Instruction 1(b).	·	a) of the H	Public U	tility Ho	lding Co		nge Act of 1934, of 1935 or Secti 1940			
(Print or Type Respon	ses)									
1. Name and Address of Reporting Person <u>*</u> Dziedzic Joseph W			Symbol	er Name <b>an</b> XS CO [B		r Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last) (F	First) (N	Middle)	3. Date c	of Earliest T	ransaction		(Ch	eck all applicabl	e)	
1801 BAYBERRY COURT, P.O. BOX 18100				Day/Year)			Director 10% Owner X Officer (give title Other (specify below) below) Exec Vice Pres and CFO			
(Street) RICHMOND, VA 23226			4. If Amendment, Date Original Filed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
RICHWOND, VP	1 23220						Person			
(City) (S	State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	nsaction Date h/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	4. Securi onAcquired Disposed (Instr. 3, Amount	(A) or of (D) 4 and 5) (A) or	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)	
Reminder: Report on a	a senarate line	for each cl	ass of see	urities here	ficially ou	ned directly	or indirectly			
Kenninger, Keport on a	a separate fille				Perso infor requi	ons who re nation con red to resp ays a curre	spond to the collection tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3)	Price of Derivative Security	ive		tr. 8)	or Dispos (D)	(Instr. 3, 4,					(Inst
			Coo	le V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Units	<u>(1)</u>	01/30/2015	А		213.82 (2)		<u>(1)</u>	(1)	Common Stock	213.82 (2)	\$ 2 (

## **Reporting Owners**

Reporting Owner Name / Address			Relationships		
I. O.	Director	10% Owner	Officer	Other	
Dziedzic Joseph W 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226			Exec Vice Pres and CFO		
Signatures					

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

<u>\*\*</u>Signature of Reporting Person

Date

02/03/2015

## **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).

Subject to and in accordance with the terms of the Key Employees' Deferred Compensation Program (the "Program") and the Reporting Person's deferral election under the Program, compensation deferrals, amounts matched by The Brink's Company ("BCO") and amounts credited for dividend equivalent payments, as applicable, are converted into Units (each of which is the economic equivalent of one share

- (1) of BCO common stock) and credited to a stock incentive account that will settle in BCO common stock on a one-for-one basis and shall be distributed in accordance with the Reporting Person's deferral election either (1) following the Reporting Person's termination of employment with BCO or (2) on a future date selected by the Reporting Person at the time of his or her deferral election that is during such person's employment with BCO.
- (2) In accordance with the terms of the Program, on the last business day of each month, compensation deferred by the Reporting Person during that month and/or any matching amounts are converted into Units and credited to the Reporting Person's stock incentive account.
- The number of Units credited to the Reporting Person's stock incentive account on the Transaction Date is based upon a share price of(3) \$22.41, which is the closing price of BCO common stock on the final trading day of the month in which the deferred compensation would have been payable, calculated 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.