

HARTOUGH JAMES B  
 Form 4  
 November 28, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HARTOUGH JAMES B**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**1801 BAYBERRY COURT, P.O. BOX 18100**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**11/23/2005**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP - Corp. Fin. and Treasurer

**RICHMOND, VA 23226**

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |   |
| Common Stock                    | 11/23/2005                           |  | M                              | V   | 10,400  | A  | \$ 13.66 23,245                            | D |
| Common Stock                    | 11/23/2005                           |  | S                              |   | 400   | D  | \$ 45.78 22,845                            | D |
| Common Stock                    | 11/23/2005                           |  | S                              |   | 5,000   | D  | \$ 45.75 17,845                            | D |
| Common Stock                    | 11/23/2005                           |  | S                              |   | 1,000   | D  | \$ 45.73 16,845                            | D |
| Common Stock                    | 11/23/2005                           |  | S                              |   | 1,000   | D  | \$ 45.8 15,845                             | D |

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|              |            |   |        |   |          |        |   |             |
|--------------|------------|---|--------|---|----------|--------|---|-------------|
| Common Stock | 11/23/2005 | S | 1,000  | D | \$ 45.79 | 14,845 | D |             |
| Common Stock | 11/23/2005 | S | 1,000  | D | \$ 45.84 | 13,845 | D |             |
| Common Stock | 11/23/2005 | S | 1,000  | D | \$ 45.76 | 12,845 | D |             |
| Common Stock | 11/23/2005 | M | 20,000 | A | \$ 21.6  | 32,845 | D |             |
| Common Stock | 11/23/2005 | F | 9,457  | D | \$ 45.68 | 23,388 | D |             |
| Common Stock | 11/23/2005 | F | 4,449  | D | \$ 45.68 | 18,939 | D |             |
| Common Stock |            |   |        |   |          | 6,140  | I | 401(k) Plan |

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

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(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)       | \$ 13.66   | 11/23/2005                           |  | M                              | 10,400  | <u>(1)</u> 07/13/2006                                    | Common Stock 10,400   |
| Employee Stock Option (Right to Buy)       | \$ 21.6  | 11/23/2005                           |  | M                              | 20,000  | <u>(3)</u> 07/12/2007                                    | Common Stock 20,000   |

# Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| HARTOUGH JAMES B<br>1801 BAYBERRY COURT<br>P.O. BOX 18100<br>RICHMOND, VA 23226 |               |           | VP - Corp. Fin. and Treasurer |       |

# Signatures

|   |            |
|---|------------|
| /s/ Elizabeth C. Restivo, Elizabeth C. Restivo,<br>Attorney-In-Fact | 11/28/2005 |
| **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).
- (1) The option vested in three installments as follows: 4,167 shares on July 13, 2001, 4,167 shares on July 13, 2002 and 4,166 shares on July 13, 2003.
- (2) Not applicable.
- (3) The option vested in three installments as follows: 6,667 shares on July 12, 2002, 6,667 shares on July 12, 2003 and 6,666 shares on July 12, 2004.

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.