BRINKS CO Form 4 December 03, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB

Washington, D.C. 20549 Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31,

if no longer subject to Section 16. Form 4 or

Expires: 2005 Estimated average

SECURITIES

burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Tyson Holly R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

BRINKS CO [BCO]

(Check all applicable)

(Last)

(Middle) (First)

3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

1801 BAYBERRY COURT, P.O.

12/01/2014

(Month/Day/Year)

below) VP and Chief HR Officer

BOX 18100

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Instr. 8)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

RICHMOND, VA 23226

(City) (State) (Zip)

(Street)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned Following

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

(A)

(Instr. 3, 4 and 5)

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.

any

(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 Derivative Conversion Security or Exercise

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

Execution Date, if

4. 5. Number of TransactionDerivative Code Securities

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

7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

Deri

Secu

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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)					(Inst
				Code '	/ (A)	(D) Date Exercisab	Expiration le Date	Title	Amount or Number of Shares	
Units	<u>(1)</u>	12/01/2014		A	315.65 (2)	<u>(1)</u>	<u>(1)</u>	Common Stock	315.65 (2)	\$ 2
Units	<u>(1)</u>	12/01/2014		A	46.79 (4)	<u>(1)</u>	<u>(1)</u>	Common Stock	46.79 (4)	\$ 2

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Tyson Holly R 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226

VP and Chief HR Officer

Signatures

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

12/03/2014

**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).
- 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 equivalent 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 (2) amounts, is converted into Units (each of which is the economic equivalent of one share of BCO common stock) and credited to the Reporting Person's account in accordance with the terms of the Program.
- The number of Units credited to the Reporting Person's account on the Transaction Date is based upon a share price of \$21.49, which is the average trading price of BCO common stock for the month of November 2014, calculated in accordance with the terms of the Program.
- (4) In accordance with the terms of the Program, Units (each of which is the economic equivalent of one share of BCO common stock) were credited to the Reporting Person's account as a result of a dividend payment with respect to BCO common stock.
- (5) The number of Units credited to the Reporting Person's account on the Transaction Date is based upon a share price of \$21.74, which is the average trading price of BCO common stock on December 1, 2014, 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.

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