

BRINKS CO
Form 3
December 10, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Zukerman Amit		(Month/Day/Year)	BRINKS CO [BCO]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
1801 BAYBERRY COURT,Â P.O. BOX 18100		12/01/2014		
(Street)			(Check all applicable)	
RICHMOND,Â VAÂ 23226			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Executive Vice President	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	10,750 ⁽¹⁾	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Employee Stock Option (Right to Buy)	Â (2)	07/09/2015	Common Stock 5,500	\$ 27.59 D Â
Employee Stock Option (Right to Buy)	Â (3)	07/07/2017	Common Stock 6,375	\$ 31.47 D Â
Employee Stock Option (Right to Buy)	Â (4)	07/11/2018	Common Stock 7,921	\$ 22.57 D Â
Market Share Units	Â (5)	Â (5)	Common Stock (6)	\$ (6) D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zukerman Amit 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226	Â	Â	Â Executive Vice President	Â

Signatures

/s/ Amit
Zukerman

12/10/2014

Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 5,134 restricted stock units that have not yet vested.
- (2) 1,834 options became exercisable on July 9, 2010, and 1,833 options became exercisable on each of July 9, 2011 and 2012.
- (3) The options became exercisable in three equal annual installments on July 7, 2012, 2013 and 2014.
- (4) 3,961 options became exercisable on July 11, 2014 and 3,960 options will become exercisable on July 11, 2015.
- (5) Under the terms of the Market Share Units Award Agreements, the units will become earned and payable, if at all, upon the Compensation and Benefits Committee's determination of the amount of shares of Company common stock payable pursuant to each outstanding Market Share Unit.

The Reporting Person holds a total of 4,918 Market Share Units, each of which represents a right to receive, subject to the terms and conditions of the 2013 Equity Incentive Plan and a Market Share Units Award Agreement, a minimum of 0 shares and a maximum of up to 1.5 shares of the Company's common stock, based on the average closing stock price for the twenty trading days leading up to and including December 31, 2015, as compared to the average closing stock price for the twenty trading days leading up to and including December 31, 2012 for 2,650 of the Reporting Person's outstanding Market Share Units, and based on the average closing stock price for the twenty trading days leading up to and including December 31, 2016, as compared to the average closing stock price for the twenty trading days leading up to and including December 31, 2013 for 2,268 of the Reporting Person's outstanding Market Share Units.
- (6)

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Remarks:

EXHIBIT LIST

Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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