

RITTER ROBERT T
Form 4
March 03, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
RITTER ROBERT T

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

RICHMOND, VA 23226

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Vice President and CFO

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

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 Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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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 Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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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)	Date	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)	Exercisable			
Units	<u>(1)</u>	03/01/2006	A	28.04 <u>(1)</u>	<u>(1)</u>	<u>(1)</u>	Common Stock	28.04 <u>(1)</u>
Units	<u>(3)</u>	03/01/2006	A	1,761.05 <u>(3)</u>	<u>(3)</u>	<u>(3)</u>	Common Stock	1,761.05 <u>(3)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RITTER ROBERT T 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226	Vice President and CFO

Signatures

Elizabeth C. Restivo /s/ Elizabeth C. Restivo,
Attorney-in-Fact
03/03/2006

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) Estimation of additional Units representing shares of The Brink's Company Common Stock ("BCO") to be credited to the Reporting Person's account under the Key Employees' Deferred Compensation Program (the "Program") as a result of a dividend payment. The estimated number of additional Units is calculated based on a per share price of \$49.56. As of the end of each fiscal year, all estimated amounts in the Reporting Person's account under the Program are converted into Units representing shares of BCO and credited to the Reporting Person's account in accordance with the terms of the Program.
 - (2) The total number of Units owned following the reported transaction is an estimate of the total number of Units representing shares of BCO in the Reporting Person's account under the Program.
 - (3) Under the terms of the Program, the Reporting Person has chosen to defer a portion of the annual award payable to the Reporting Person under the Company's Key Employees Incentive Plan to an incentive account. The number of Units credited to the Reporting Person's account on the Transaction Date as a result of that deferral is an estimate that has been calculated based upon a per share price of \$48.04. As of the end of each fiscal year, all estimated amounts in the Reporting Person's account under the Program are converted into Units representing shares of The Brink's Company Common Stock and credited to the Reporting Person's account 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.