REED AUSTIN F Form 4 February 14, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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 * REED AUSTIN F

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

BRINKS CO [BCO]

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner

1801 BAYBERRY COURT, P.O.

02/10/2006

X_ Officer (give title Other (specify below) below)

VP, Gen'l Counsel & Secretary

6. Individual or Joint/Group Filing(Check

BOX 18100

(Street)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

(Instr. 8)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

RICHMOND, VA 23226

(City) (State) (Zip)

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

(Month/Day/Year)

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 Ownership (I) (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

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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 any

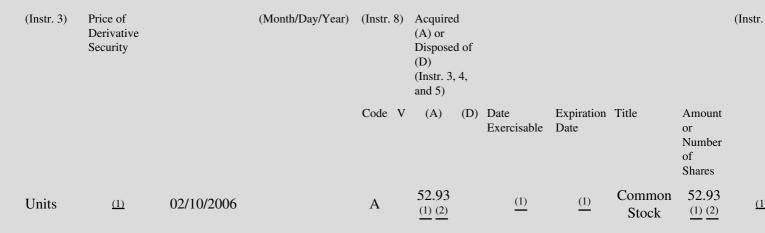
4. 5. Number Transaction of Derivative Expiration Date Securities Code

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

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

Securi

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

REED AUSTIN F 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226

VP, Gen'l Counsel & Secretary

Signatures

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

02/14/2006

**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).
- Under the terms of the Key Employees' Deferred Compensation Program (the "Program"), the Reporting Person has chosen to make bi-weekly salary deferrals to an incentive account. As of the end of each fiscal year, the amount of salary deferred to the Reporting Person's account during that fiscal year, plus any matching amounts, is converted into Units representing shares of The Brink's Company Common Stock ("BCO") and credited to the Reporting Person's account in accordance with the terms of the Program.
- (2) The number of Units credited to the Reporting Person?s account on the Transaction Date is an estimate based upon trading prices of BCO shares for the two-week period ended February 10, 2006.
- (3) 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.
- (4) This total has been adjusted to correct an error in data used previously to calculate total.

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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