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CAZER MICH Form 4										
March 04, 200	Л			~					PPROVAL	
	UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								
Check this if no longer subject to Section 16. Form 4 or Form 5	T STATEN	STATEMENT OF CHANGES IN BENEFICIAL OWNERS SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act							January 31, 2005 average urs per . 0.5	
obligations may contin <i>See</i> Instruct 1(b).	ue. Section 17(tion	a) of the H	Public U	Itility Hol	ding Co		t of 1935 or Secti			
(Print or Type Re	sponses)									
CAZER MICHAEL J Symbol				er Name an KS CO [B		r Trading	Issuer			
(Last)	(First) (Middle)	3. Date of Earliest Transaction				(Check all applicable)			
								ctor 10% Owner icer (give title Other (specify below) Vice President and CFO		
Filed(Mon				Month/Day/Year) Applicable Lin _X_ Form file			Applicable Line) _X_ Form filed by	r Joint/Group Filing(Check by One Reporting Person y More than One Reporting		
RICHMOND	, VA 23226						Person	More than One R	epotting	
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	Securities	Acquired, Disposed	of, or Beneficia	lly Owned	
	Transaction Date Aonth/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transactio Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D) 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(A) or (D) Price	Transaction(s) (Instr. 3 and 4)			
Reminder: Repor	t on a separate line	e for each cla	ass of sec	urities bene	Perso	ons who re	or indirectly. spond to the colle stained in this form		SEC 1474 (9-02)	

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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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	,	Acquired (A Disposed of (Instr. 3, 4, a 5)	(D)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Units	<u>(1)</u>	03/02/2009		А		281 (1)		<u>(1)</u>	(1)	Common Stock	281 <u>(1)</u>
Units	<u>(1)</u>	03/02/2009		А		14.42 <u>(3)</u>		<u>(1)</u>	(1)	Common Stock	14.42 <u>(3)</u>
Units	<u>(5)</u>	03/02/2009		А		2,070.94 (5)		(5)	(5)	Common Stock	2,070.94 (5)

Reporting Owners

Reporting Owner Name / Address	Relationships								
I B	Director	10% Owner	Officer	Other					
CAZER MICHAEL J 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226			Vice President and CFO						
Signatures									
/s/ Elizabeth C. Restivo Elizabeth C. Restivo Elizabeth	03/04/2009								
<u>**</u> Signature of Repo	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 salary deferrals to an incentive account. On the first business day of each month, the amount of salary deferred to the Reporting Person?s

 account during the previous month, plus any matching amounts, is converted into Units representing shares of The Brink?s Company ("BCO") Common Stock and credited to the Reporting Person's account in accordance with the terms of the Program. Dividends are calculated and credited to the Reporting Person's total account balance 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 \$26.69, which is the average trading price of BCO Common Stock for the month of February 2000, calculated in accordance with the terms of the

- (2) the average trading price of BCO Common Stock for the month of February 2009, calculated in accordance with the terms of the Program.
- (3) Units representing shares of BCO Common Stock were credited to the Reporting Person's account under the Program as a result of a dividend payment, in accordance with the terms of the Program.
- (4) The number of Units credited to the Reporting Person's account on the Transaction Date is based upon a share price of \$22.98, which is the average trading price of BCO Common Stock for March 2, 2009, calculated in accordance with the terms of the Program.

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. Such deferral, plus any matching amounts, is converted into

(5) Units representing shares of BCO 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.

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