SCHUMACHER MATTHEW AP

Form 4 May 04, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SCHUMACHER MATTHEW AP

2. Issuer Name and Ticker or Trading Symbol

BRINKS CO [BCO]

(First) (Middle) (Last)

3. Date of Earliest Transaction

1801 BAYBERRY COURT, P.O. BOX 18100

(Month/Day/Year) 05/03/2010

(Street)

(Zip)

Execution Date, if

(Month/Day/Year)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

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

Issuer

below)

Director

X_ Officer (give title

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

5. Relationship of Reporting Person(s) to

(Check all applicable)

Controller

6. Individual or Joint/Group Filing(Check

below)

RICHMOND, VA 23226

(City)

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

(State)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s)

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

Ownership (Instr. 4)

10% Owner

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Instr. 3 and 4) Code V Amount (D) Price

(A)

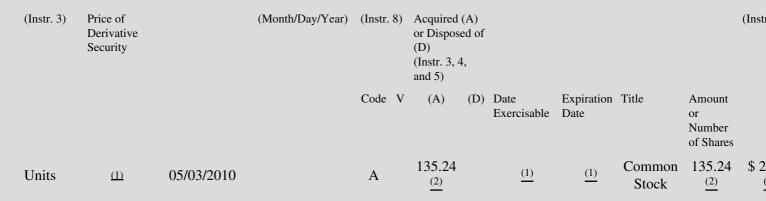
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCHUMACHER MATTHEW AP 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226

Controller

Signatures

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

05/04/2010

**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 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 amounts, is converted into Units representing shares of BCO common stock and credited to the Reporting Person's account in accordance with the terms of the Program.
- (3) The number of Units credited to the Reporting Person's account on the Transaction Date is based upon a share price of \$28.53, which is the average trading price of BCO common stock for the month of April 2010, 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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