BRINKS CO Form 4 March 03, 2015

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number: January 31,

Expires:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2005 Estimated average burden hours per

Form 4 or Form 5 obligations may continue. See Instruction

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

SECURITIES

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Watson Patricia A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

BRINKS CO [BCO]

02/27/2015

(First) (Last)

(Middle)

3. Date of Earliest Transaction

Director

(Check all applicable)

below)

1801 BAYBERRY COURT, P.O.

(Street)

(State)

(Month/Day/Year)

X_ Officer (give title below)

10% Owner Other (specify

BOX 18100

(City)

VP & Chief Information Officer

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check

Person

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

RICHMOND, VA 23226

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if

(Month/Day/Year)

(Zip)

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

5. Amount of Securities Beneficially Owned Following

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

(A)

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

Code V Amount (D) Price

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 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 Code Securities (Month/Day/Year) (Instr. 3 and 4) Secu any

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(Inst	
				Code '	V (A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Units	(1)	02/27/2015		A	111.05 (2)	<u>(1)</u>	<u>(1)</u>	Common Stock	111.05 (2)	\$ 2
Units	<u>(1)</u>	03/02/2015		A	27.68 (4)	<u>(1)</u>	<u>(1)</u>	Common Stock	27.68 (4)	\$ 2

Reporting Owners

Attorney-in-Fact

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Watson Patricia A 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226			VP & Chief Information Officer				
Signatures							

**Signature of Reporting Person

Explanation of Responses:

/s/ Elizabeth C. Restivo Elizabeth C. Restivo,

- * 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).
 - Subject to and in accordance with the terms of the Key Employees' Deferred Compensation Program (the "Program") and the Reporting Person's deferral election under the Program, compensation deferrals, amounts matched by The Brink's Company ("BCO") and amounts credited for dividend equivalent payments, as applicable, are converted into Units (each of which is the economic equivalent of one share

03/03/2015

Date

- (1) of BCO common stock) and credited to a stock incentive account that will settle in BCO common stock on a one-for-one basis and shall be distributed in accordance with the Reporting Person's deferral election either (1) following the Reporting Person's termination of employment with BCO or (2) on a future date selected by the Reporting Person at the time of his or her deferral election that is during such person's employment with BCO.
- (2) In accordance with the terms of the Program, on the last business day of each month, compensation deferred by the Reporting Person during that month and/or any matching amounts are converted into Units and credited to the Reporting Person's stock incentive account.
- The number of Units credited to the Reporting Person's stock incentive account on the Transaction Date is based upon a share price of (3) \$28.14, which is the closing price of BCO common stock on the final trading day of the month in which the deferred compensation would have been payable, calculated in accordance with the terms of the Program.
- (4) In accordance with the terms of the Program, Units (each of which is the economic equivalent of one share of BCO common stock) were credited to the Reporting Person's account as a result of a dividend payment with respect to BCO common stock.
- (5) The number of Units credited to the Reporting Person's account on the Transaction Date is based upon a share price of \$28.00, which is the closing price of BCO common stock on March 2, 2015, 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.

Reporting Owners 2

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