BRINKS CO Form 4 May 10, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

Expires:

January 31, 2005

Estimated average burden hours per

response... 0.5

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Docherty Susan E

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

05/06/2016

(Last) (Middle) (First)

BRINKS CO [BCO]

3. Date of Earliest Transaction

(Check all applicable)

1801 BAYBERRY COURT, P.O.

(Street)

(Month/Day/Year)

X_ Director 10% Owner Officer (give title Other (specify

BOX 18100

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

3.

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

below)

RICHMOND, VA 23226

(City) (State) (Zip)

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

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

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

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

(A) or Code V Amount (D) Price

4. Securities

Transaction(s) (Instr. 3 and 4)

Common Stock

05/08/2016

 $M^{(1)}$

3,050

7,099 (2)

D

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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. NumborDerivati Securitic Acquire Dispose (Instr. 3,	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	<u>(3)</u>	05/06/2016		A	3,714		(3)	(3)	Common Stock	3,714
Deferred Stock Units	(2)	05/08/2016		M		3,050	<u>(4)</u>	<u>(4)</u>	Common Stock	3,050

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Docherty Susan E 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226	X						

Signatures

/s/Cariann D. Fisher. 05/10/2016 Attorney-in-Fact

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).

Date

- Represents the conversion upon vesting of Deferred Stock Units ("DSUs") into The Brink's Company (the "Company") Common Stock. (1) On May 8, 2015, the Reporting Person was granted 3,050 DSUs, of which all of the shares subject to the DSUs vested on May 8, 2016.
- Such DSUs were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on May 12, 2015.
- (2) Each DSU represents the right to receive, at settlement, one share of Company Common Stock.
 - Subject to the terms and conditions of the Non-Employee Directors' Equity Plan and a Deferred Stock Units Award Agreement (the "Award Agreement"), the Reporting Person has been granted DSUs that are subject to a one year vesting period that accelerates upon a
- (3) change in control of the Company. The DSUs will be settled in Company Common Stock on a one-for-one basis upon vesting. Pursuant to terms of the Award Agreement, the DSUs will be forfeited if the Reporting Person ceases to serve as a member of the Board of Directors of the Company prior to the expiration of the vesting period.
- (4) This Deferred Stock Unit award was granted on May 8, 2015 and vested in full on May 8, 2016.

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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