

BRINKS CO

Form 5

February 14, 2005

FORM 5**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
1(b).

Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
GROSS RONALD M

(Last) (First) (Middle)

**1801 BAYBERRY COURT, P.O.
BOX 18100**

(Street)

RICHMOND, VA 23226-8100

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
BRINKS CO [BCO]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20044. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of
securities beneficially owned directly or indirectly.

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contained in this form are not required to respond unless
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SEC 2270
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S (I)
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Derivative Security					or Disposed of (D) (Instr. 3, 4, and 5)				Expiration Date	Title	Amount or Number of Shares
	(A)	(D)	Date Exercisable								
Units (DSAP)	Â	09/01/2002	Â	A4	797.12 (2)	Â	Â (3)	Â (3)	Common Stock	797.12	
Units (DSAP)	Â	09/03/2002	Â	A4	6.76 (4)	Â	Â (3)	Â (3)	Common Stock	6.76	
Units (DSAP)	Â	12/02/2002	Â	A4	8.41 (5)	Â	Â (3)	Â (3)	Common Stock	8.41	
Units (DSAP)	Â	03/03/2003	Â	A4	11.46 (6)	Â	Â (3)	Â (3)	Common Stock	11.46	
Units (DSAP)	Â	06/02/2003	Â	A4	507.81 (7)	Â	Â (3)	Â (3)	Common Stock	507.81	
Units (DSAP)	Â	06/02/2003	Â	A4	10.16 (8)	Â	Â (3)	Â (3)	Common Stock	10.16	
Units (DSAP)	Â	09/02/2003	Â	A4	10.39 (9)	Â	Â (3)	Â (3)	Common Stock	10.39	
Units (DSAP)	Â	12/01/2003	Â	A4	7.76 (10)	Â	Â (3)	Â (3)	Common Stock	7.76	
Units (DSAP)	Â	03/01/2004	Â	A4	6.6 (11)	Â	Â (3)	Â (3)	Common Stock	6.6	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GROSS RONALD M 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND,Â VAÂ 23226-8100	Â X	Â	Â	Â

Signatures

/s/ McAlister C. Marshall, II McAlister C. Marshall, II,
Attorney-In-Fact

02/14/2005

 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).

(1) Not applicable.

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- (2) The number of Units was calculated based on a per share price of \$24.19.

Units representing shares of The Brink's Company Common Stock credited to the Reporting Person's account under the Directors' Stock Accumulation Plan (the "Plan"). Reports on Form 4 have been filed for the Reporting Person as mandated by SEC Release No.

- (3) 34-46421 to report allocations to the Reporting Person's account based on the trading prices for the applicable periods. This report on Form 5 constitutes an amendment to the Forms 4 previously filed by the Reporting Person since August 29, 2002, and reports certain transactions in the Plan that have not previously been reported and corrects certain arithmetic errors in previously filed forms.
- (4) The number of Units was calculated based on a per share price of \$23.95.
- (5) The number of Units was calculated based on a per share price of \$19.28.
- (6) The number of Units was calculated based on a per share price of \$14.16.
- (7) The number of Units was calculated based on a per share price of \$16.00.
- (8) The number of Units was calculated based on a per share price of \$16.00.
- (9) The number of Units was calculated based on a per share price of \$16.89.
- (10) The number of Units was calculated based on a per share price of \$22.65.
- (11) The number of Units was calculated based on a per share price of \$26.67.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.