HARTOUGH JAMES B

Form 4 March 03, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations

may continue. See Instruction

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).

BOX 18100

(City)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * HARTOUGH JAMES B

1801 BAYBERRY COURT, P.O.

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

BRINKS CO [BCO]

(First) (Middle) (Last)

3. Date of Earliest Transaction

(Month/Day/Year)

03/01/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

below) below) VP - Corp. Fin. and Treasurer

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Applicable Line)

X 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

Issuer

RICHMOND, VA 23226

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

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 Reported

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

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Transaction(s)

(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 Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and Expiration Date (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

8. I

Dei

Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (or Dispose (D) (Instr. 3, 4, 5)	d of					(I
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Units	(1)	03/01/2006		A	21.62 (1)		<u>(1)</u>	<u>(1)</u>	Common Stock	21.62 (1)	
Units	(3)	03/01/2006		A	1,561.2 (3)		(3)	(3)	Common Stock	1,561.2	
Units	<u>(4)</u>	03/01/2006		A	676 <u>(4)</u>		<u>(4)</u>	<u>(4)</u>	Common Stock	676 <u>(4)</u>	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HARTOUGH JAMES B 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226

VP - Corp. Fin. and Treasurer

Signatures

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

03/03/2006

**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).
 - Estimation of additional Units representing shares of The Brink's Company Common Stock ("BCO") to be credited to the Reporting Person's account under the Key Employees' Deferred Compensation Program (the "Program") as a result of a dividend payment. The
- (1) estimated number of additional Units is calculated based on a per share price of \$49.56. As of the end of each fiscal year, all estimated amounts in the Reporting Person?s account under the Program are converted into Units representing shares of BCO and credited to the Reporting Person?s account in accordance with the terms of the Program.
- (2) The total number of Units owned following the reported transaction is an estimate of the total number of Units representing shares of BCO in the Reporting Person's account under 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. The number of Units credited to the Reporting Person?s
- account on the Transaction Date as a result of that deferral is an estimate that has been calculated based upon a per share price of \$48.04.

 As of the end of each fiscal year, all estimated amounts in the Reporting Person?s account under the Program are converted into Units representing shares of The Brink's Company Common Stock and credited to the Reporting Person?s account in accordance with the terms of the Program.
- (4) Under the terms of the Program, the Reporting Person has chosen to defer a portion of the annual performance award payable to the Reporting Person under the Company?s Management Performance Improvement Plan to an incentive account. The number of Units credited to the Reporting Person?s account on the Transaction Date as a result of that deferral is an estimate that has been calculated

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based upon a per share price of \$50.37. As of the end of each fiscal year, all estimated amounts in the Reporting Person?s account under the Program are converted into Units representing shares of BCO 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. 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.