BRINKS CO Form 4 June 05, 2012

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

> 10% Owner Other (specify

0.5

Form 5 obligations may continue. Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

SECURITIES

burden hours per response...

See Instruction

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 * **BOYNTON PAUL G**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

BRINKS CO [BCO]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

X_ Director Officer (give title

1801 BAYBERRY COURT, P.O.

BOX 18100

(City)

Security

(Instr. 3)

below)

(Street)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

06/01/2012

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

6. Individual or Joint/Group Filing(Check

(Instr. 4)

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

RICHMOND, VA 23226

1. Title of 2. Transaction Date 2A. Deemed

(State)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Execution Date, if

5. Amount of Securities Beneficially Owned

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

(Instr. 4)

(Month/Day/Year)

(Zip)

Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

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

or

Code V Amount (D) Price

(A)

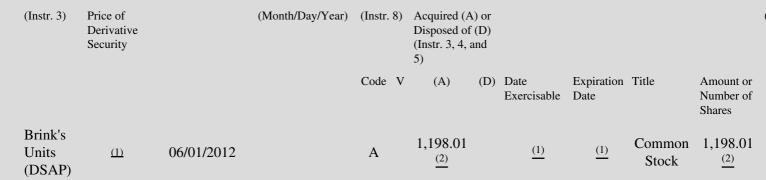
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

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Reporting Owners

Reporting Owner Name / Address	Relationships			
• 0	Director	10% Owner	Officer	Other
BOYNTON PAUL G 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226	X			

Signatures

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

06/05/2012

**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).
- The Reporting Person, as a participant in the Directors' Stock Accumulation Plan (the "DSAP"), will be entitled to receive a distribution (1) in The Brink's Company ("Brink's") common stock in respect of all Brink's Units in the Reporting Person's account on a one-for-one basis following the Reporting Person's termination of service as a Non-Employee Director, in accordance with the terms of the DSAP.
- Brink's Units were credited to the Reporting Person's account under the DSAP as a result of an annual allocation, in accordance with the terms of the DSAP. The number of Brink's Units credited to the Reporting Person's account on the Transaction Date is based upon a share price of \$22.12, which is the average trading price of Brink's common stock on June 1, 2012, calculated in accordance with the terms of the DSAP.
- Includes a total of 32.77 Brink's Units representing shares of Brink's common stock that were credited to the Reporting Person's account (3) under the DSAP on September 1 and December 1, 2011 and March 1 and June 1, 2012 as a result of dividend payments, in accordance with the terms of the DSAP.

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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