

Pal Rohan
Form 4
February 25, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Pal Rohan

(Last) (First) (Middle)
1801 BAYBERRY COURT
(Street)

RICHMOND, VA 23226

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BRINKS CO [BCO]

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2019

4. 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)
SVP, Chief Information Officer

6. Individual or Joint/Group Filing(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)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/21/2019		A	(A) or (D) 3,225 (1)	A \$ 0 20,259 (2)	D	
Common Stock	02/21/2019		A	(A) or (D) 4,252 (3)	A \$ 0 24,511 (2)	D	
Common Stock	02/21/2019		A	(A) or (D) 1,920 (4)	A \$ 0 26,431 (5)	D	

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

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number.

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 Derivative Security	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) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 79.26	02/21/2019		A	6,944	⁽⁶⁾ 02/21/2025	Common Stock	6,944

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pal Rohan 1801 BAYBERRY COURT RICHMOND, VA 23226			SVP, Chief Information Officer	

Signatures

/s/Lindsay K. Blackwood Lindsay K. Blackwood, Attorney-in-Fact 02/25/2019

__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) Represents internal metric performance share units granted in February 2016, for which the performance and vesting periods ended December 31, 2018, and for which the settlement date was February 21, 2019.
Includes Restricted Stock Units that have not yet vested and shares that will be withheld to satisfy tax withholding obligations for the reporting person on the date that the performance share units are paid to the reporting person. The shares withheld will be reported on a subsequent filing.
 - (2) Represents relative total shareholder return performance share units granted in February 2016, for which the performance period ended December 31, 2018, and for which the settlement date was February 21, 2019.
 - (3) Each Restricted Stock Unit represents a right to receive, subject to the terms and conditions of the 2017 Equity Incentive Plan and a Restricted Stock Units Award Agreement, one share of the Company's common stock subject to vesting in three annual installments,

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beginning in February 2020.

- Includes 18,440 Restricted Stock Units that have not yet vested and shares that will be withheld to satisfy tax withholding obligations for
- (5) the reporting person on the date that the performance share units are paid to the reporting person. The shares withheld will be reported on a subsequent filing.
- (6) The options vest on the third anniversary of the grant date, February 21, 2022.

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.