

BRINKS CO
Form SC 13G
February 13, 2007

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)**

THE BRINK'S COMPANY

(NAME OF ISSUER)

COMMON STOCK

(Title of Class of Securities)

109696104

(CUSIP Number)

DECEMBER 31,2006

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

X Rule 13d-1 (b)

Rule 13d-1 (c)

Rule 13d-1 (d)

CUSIP No.
109696104

13G

Page 1 of 3 pages

1. Names of
reporting persons

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
(ENTITIES ONLY)

JPMorgan Chase Bank, N.A., as Directed
Trustee of The Brink's Company Employee
Benefits Trust

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)
GROUP*

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

| | | | |
|---------------------|----|--------------------------|-----------|
| <i>NUMBER OF</i> | 5. | SOLE VOTING POWER | 0 |
| <i>SHARES</i> | | | |
| <i>BENEFICIALLY</i> | 6. | SHARED VOTING POWER | 3,274,425 |
| <i>OWNED BY</i> | | | |
| <i>EACH</i> | 7. | SOLE DISPOSITIVE POWER | 0 |
| <i>REPORTING</i> | | | |
| <i>PERSON WITH</i> | 8. | SHARED DISPOSITIVE POWER | 3,274,425 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,274,425

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW
(9)

6.75%

12. TYPE OF REPORTING PERSON* BK,00

Item Name of Issuer:
1(a).

The Brink's Company

Item Address of Issuer's Principal
1(b). Executive Offices:

1801 Bayberry Court, Richmond, VA
23226-8100

Item Name of Person Filing:
2(a).

JPMorgan Chase Bank, N.A., as
Directed Trustee of The Brink's
Company Employee Benefits Trust

Item Address of Principal Business Office
2(b). or, if None, Residence:

1111 Polaris Parkway
Columbus, Ohio 43240

Item **Citizenship**
2 (c) .

United States

Item **Title of Class of Securities:**
2 (d) .

Common Stock

Unless otherwise noted, security being reported
is common stock

Item **CUSIP** **109696104**
2 (e) . **Number:**

Item 3 **If this Statement is Filed Pursuant**
to Rule 13d-1 (b), or 13d-2 (b)

Or (c), Check Whether the Person
Filing is a :

- (a) Broker or dealer registered under Section
15 of the Exchange Act;
- (b) Bank as defined in Section 3(a)(6) of the
Exchange Act;
(See Item 2(a) above)
- (c) Insurance company as defined in Section
3(a)(19) of the

Exchange Act;
- (d) Investment company registered under Section
8 of the Investment

Company Act;
- (e) An investment adviser in accordance with
Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund
in accordance with

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- Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with
- Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an
- Investment company under Section 3(c)(14) of the Investment Company act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(b), check this box.

Page 2 of 3 pages

Item 4. Ownership

Provide the following information regarding the aggregate number and

Percentage of the class of securities of issuer identified in Item 1.

- (a) Amount beneficially owned: 3,274,425
Including 0 shares where there is a Right to Acquire.
- (b) Percent of class: 6.75%

(c) Number of shares as to which such person has:

| | | |
|-------|--|-----------|
| (i) | Sole power to vote or to direct the vote: | 0 |
| (ii) | Shared power to vote or to direct the vote: | 3,274,425 |
| (iii) | Sole power to dispose or to direct the disposition of: | 0 |
| (iv) | Shared power to dispose or to direct the disposition of: | 3,274,425 |

The 3,274,425 shares of Common Stock are held in the trust (the "Trust") created pursuant to the Trust Agreement, dated December 7, 1992, as amended (the "Trust Agreement"), by and between The Brink's Company, a Virginia Corporation (the "Company"), and JPMorgan Chase Bank, N.A., as trustee (the "Trustee") of the Trust.

Except as set forth below, the Trustee has no discretion in the manner in which the shares of Common Stock held in the Trust will be voted. Pursuant to the provisions of the Trust Agreement, the participants and other beneficiaries under the 401(k) Plan of The Brink's Company and its subsidiaries (the "401(k)") will, in effect, determine the manner in which shares of Common Stock held in the Trust are voted or are tendered in response to any tender or exchange offer for shares of Common Stock. Participants and the other beneficiaries under the 401(k) will direct the voting and tendering of shares held in their accounts. The Trustee, upon certification from the trustee of the trust established under the 401(k) (the "401(k) Trustee"), will vote the shares of Common Stock in the Trust in the same proportions as such participants and other beneficiaries directed the voting of shares of Common Stock in the 401(k). Similarly, if a tender or exchange is commenced for shares of Common Stock, the Trustee will tender or exchange the shares of Common Stock held by the Trust in the same proportions as participants and other beneficiaries under

the 401(k) direct the 401(k) Trustee with respect to the shares of Common Stock held in the 401(k).

Shares of Common Stock acquired pursuant to the Trust Agreement and held in the Trust may be released from the Trust by the Trustee only upon the direction of the Company's Administrative Committee in the manner set forth in the Trust Agreement.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security being reported on by the Parent Holding Company.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications

By signing below I certify that, to the best of my knowledge and belief,

the securities referred to above were not acquired and are not held for the

purpose of or with the effect of changing or influencing the control of the

issuer of the securities and were not acquired and are not held in connection

with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the

information set forth in this statement is true, complete and correct.

Dated: FEBRUARY
12,2007

JPMorgan Chase Bank, N.A., as Directed
Trustee of The Brink's Company
Employee Benefits Trust

By: /s/ Peter J. Coghill

Peter J. Coghill

Vice President

The original statement shall be signed by each person on whose behalf the statement

is filed or his authorized representative. If the statement is signed on behalf of

a person by his authorized representative (other than an executive officer or general

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partner of the filing person), evidence of the representative's authority to sign on

behalf of such person shall be filed with the statement, provided, however, that a

power of attorney for this purpose which is already on file with the commission may

be incorporated by reference. The name and any title of each person who signs the

the statement shall be typed or printed beneath his signature.
