Dziedzic Joseph W Form 4 March 05, 2013

# FORM 4

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

OMB

Expires:

3235-0287 Number:

**OMB APPROVAL** 

January 31, 2005

0.5

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Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

obligations may continue. See Instruction

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).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Dziedzic Joseph W

1801 BAYBERRY COURT, P.O.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last)

BOX 18100

(City)

(Instr. 3)

(First)

(Street)

(State)

(Middle)

(Zip)

3. Date of Earliest Transaction

BRINKS CO [BCO]

(Month/Day/Year)

Director 10% Owner Other (specify X\_ Officer (give title

(Check all applicable)

03/01/2013

Vice President and CFO

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_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

RICHMOND, VA 23226

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

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Ownership Owned (T) Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s)

Code V Amount (D) Price

(Instr. 3 and 4)

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 TransactionDerivative **Expiration Date Underlying Securities** Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) any

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A Disposed of (Instr. 3, 4, a 5)	(D)			
				Code V	(A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Units	(1)	03/01/2013		A	330.96 (2)	<u>(1)</u>	<u>(1)</u>	Common Stock	330.96 (2)
Units	<u>(1)</u>	03/01/2013		A	2,577.19	<u>(1)</u>	<u>(1)</u>	Common Stock	2,577.19

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Dziedzic Joseph W 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226

Vice President and CFO

# **Signatures**

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

03/05/2013

\*\*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).
- Under the terms of the Key Employees' Deferred Compensation Program (the "Program"), the Reporting Person has chosen to make deferrals to an incentive account. These deferrals, plus amounts matched by The Brink's Company ("BCO") and amounts credited for dividend equivalent payments, will settle in BCO common stock on a one-for-one basis following the Reporting Person's termination of employment with BCO, subject to and in accordance with the terms of the Program.
- On the first business day of each month, salary deferred to the Reporting Person's account during the previous month, plus any matching (2) amounts, is converted into Units (each of which is the economic equivalent of one share of BCO common stock) and credited to the Reporting Person's account in accordance with the terms of the Program.
- (3) The number of Units credited to the Reporting Person's account on the Transaction Date is based upon a share price of \$26.74, which is the average trading price of BCO common stock for the month of February 2013, calculated in accordance with the terms of the Program.
- Under the terms of the Program, the Reporting Person has chosen to defer a portion of the annual award payable to him under the Key

  Employees Incentive Plan to an incentive account. Such deferral, plus any matching amounts, is converted into Units (each of which is the economic equivalent of one share of BCO common stock) and credited to the Reporting Person's account in accordance with the terms of the Program.
- (5) Includes 94.41 Units (each of which is the economic equivalent of one share of BCO common stock) that were credited to the Reporting Person's account under the Program as a result of a dividend payment, in accordance with the terms of the Program.

#### Remarks:

**EXHIBIT LIST** 

Reporting Owners 2

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#### Exhibit 24 - Power of Attorney

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.