

BRINKS CO  
Form 4  
March 03, 2015

**FORM 4**

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

OMB APPROVAL

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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 \*  
Dziedzic Joseph W

(Last) (First) (Middle)  
1801 BAYBERRY COURT, P.O.  
BOX 18100  
(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)  
02/27/2015

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)  
Exec Vice Pres and CFO

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 Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Pr Deriv Secur |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|-------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|-------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Instr. 8) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | (Instr. 8) |
|------------|------------------------------|------------------|------------|--|------------|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|------------|
| Units      | <u>(1)</u>                   | 02/27/2015       |            | 170.28<br><u>(2)</u>                                 |            | A    |   |     |     | <u>(1)</u>       | <u>(1)</u>      | Common Stock | 170.28<br><u>(2)</u>       | \$ 2       |
| Units      | <u>(1)</u>                   | 03/02/2015       |            | 148.03<br><u>(4)</u>                                 |            | A    |   |     |     | <u>(1)</u>       | <u>(1)</u>      | Common Stock | 148.03<br><u>(4)</u>       | \$ 2       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| Dziedzic Joseph W<br>1801 BAYBERRY COURT<br>P.O. BOX 18100<br>RICHMOND, VA 23226 |               |           | Exec Vice Pres and CFO |       |

## Signatures

/s/ Elizabeth C. Restivo Elizabeth C. Restivo,  
Attorney-in-Fact 03/03/2015

\*\*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).
- Subject to and in accordance with the terms of the Key Employees' Deferred Compensation Program (the "Program") and the Reporting Person's deferral election under the Program, compensation deferrals, amounts matched by The Brink's Company ("BCO") and amounts credited for dividend equivalent payments, as applicable, are converted into Units (each of which is the economic equivalent of one share of BCO common stock) and credited to a stock incentive account that will settle in BCO common stock on a one-for-one basis and shall be distributed in accordance with the Reporting Person's deferral election either (1) following the Reporting Person's termination of employment with BCO or (2) on a future date selected by the Reporting Person at the time of his or her deferral election that is during such person's employment with BCO.
- (1) In accordance with the terms of the Program, on the last business day of each month, compensation deferred by the Reporting Person during that month and/or any matching amounts are converted into Units and credited to the Reporting Person's stock incentive account. The number of Units credited to the Reporting Person's stock incentive account on the Transaction Date is based upon a share price of \$28.14, which is the closing price of BCO common stock on the final trading day of the month in which the deferred compensation would have been payable, calculated in accordance with the terms of the Program.
  - (2) In accordance with the terms of the Program, Units (each of which is the economic equivalent of one share of BCO common stock) were credited to the Reporting Person's account as a result of a dividend payment with respect to BCO common stock.
  - (3) The number of Units credited to the Reporting Person's account on the Transaction Date is based upon a share price of \$28.00, which is the closing price of BCO common stock on March 2, 2015, calculated 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.

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