BRINKS CO Form 4 September 02, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

7. Nature of

Ownership

(Instr. 4)

Indirect

0.5

Estimated average burden hours per response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 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).

(Last)

Security

(Instr. 3)

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle) (First)

3. Date of Earliest Transaction

BRINKS CO [BCO]

(Month/Day/Year)

08/31/2015

(Check all applicable) Director 10% Owner

X_ Officer (give title Other (specify below) below)

1801 BAYBERRY COURT, P.O. BOX 18100

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

Exec Vice Pres and CFO 6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

RICHMOND, VA 23226

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities 5. Amount of

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

6. Ownership Securities Form: Direct Beneficially (D) or Indirect Beneficial Owned (I) Following (Instr. 4)

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

Code V Amount (D) Price

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

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Units	<u>(1)</u>	08/31/2015		A		167.19 (2)		<u>(1)</u>	<u>(1)</u>	Common Stock	167.19 (2)	\$ 2
Units	<u>(1)</u>	09/01/2015		A		168.04 (4)		<u>(1)</u>	<u>(1)</u>	Common Stock	168.04 (4)	\$ 2

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

Exec Vice Pres and CFO

Signatures

/s/ Lindsay K. Blackwood Lindsay K. Blackwood, Attorney-in-Fact

09/02/2015

**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).

Units (each of which is the economic equivalent of one share of The Brink's Company ("BCO") common stock) credited to the Reporting Person's stock incentive account under the Key Employees' Deferred Compensation Program (the "Program") 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

In accordance with the terms of the Program, on the last business day of each month, compensation deferred by the Reporting

(2) Person during that month and/or any matching amounts are converted into Units and credited to the Reporting Person's stock incentive account.

Reporting Person at the time of his or her deferral election that is during such person's employment with BCO.

- The number of Units credited to the Reporting Person's stock incentive account on the Transaction Date is based upon a share price of \$28.66, 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.
- 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.
- The number of Units credited to the Reporting Person's account on the Transaction Date is based upon a share price of \$27.49, which is the closing price of BCO common stock on September 1, 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. 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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