**BRINKS CO** Form 4 February 26, 2016

## FORM 4

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

**OMB** 3235-0287

Number: January 31, Expires: 2005

**OMB APPROVAL** 

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or

Check this box

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Colan Thomas Issuer Symbol BRINKS CO [BCO] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title Other (specify 1801 BAYBERRY COURT, P.O. 02/24/2016 below) below) BOX 18100 Controller (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting RICHMOND, VA 23226 Person

| (City)                               | (State)   | (Zip) <b>Tabl</b> | e I - Non-D                             | Derivative   | Secur            | rities Acq  | uired, Disposed o  | of, or Beneficial  | ly Owned  |
|--------------------------------------|---|-------------------|---|--|------------------|-------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year) |                   | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired on (A) or Disposed of (D) (Instr. 3, 4 and 5) |                  |             | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| C.                                   |   |                   | Code V                                  | Amount   | (A)<br>or<br>(D) | Price       | Reported<br>Transaction(s)<br>(Instr. 3 and 4)                   |  |   |
| Common<br>Stock                      | 02/24/2016  |                   | A                                       | 4,706<br>(1)   | A                | \$<br>29.22 | 8,899 (2)  | D  |   |

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

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

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| 1. Title o | of 2.         | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exer | cisable and | 7. Title | e and    | 8. Price of | 9. Nu  |
|------------|---------------|---------------------|--------------------|------------|------------|--------------|-------------|----------|----------|-------------|--------|
| Derivativ  | ve Conversion | (Month/Day/Year)    | Execution Date, if | Transacti  | onNumber   | Expiration D | ate         | Amou     | nt of    | Derivative  | Deriv  |
| Security   | or Exercise   |                     | any                | Code       | of         | (Month/Day/  | Year)       | Under    | lying    | Security    | Secui  |
| (Instr. 3) | Price of      |                     | (Month/Day/Year)   | (Instr. 8) | Derivativ  | e            |             | Securi   | ties     | (Instr. 5)  | Bene   |
|            | Derivative    |                     | •                  |            | Securities |              |             | (Instr.  | 3 and 4) |             | Own    |
|            | Security      |                     |                    |            | Acquired   |              |             |          |          |             | Follo  |
|            | •             |                     |                    |            | (A) or     |              |             |          |          |             | Repo   |
|            |               |                     |                    |            | Disposed   |              |             |          |          |             | Trans  |
|            |               |                     |                    |            | of (D)     |              |             |          |          |             | (Instr |
|            |               |                     |                    |            | (Instr. 3, |              |             |          |          |             | `      |
|            |               |                     |                    |            | 4, and 5)  |              |             |          |          |             |        |
|            |               |                     |                    |            | , ,        |              |             |          |          |             |        |
|            |               |                     |                    |            |            |              |             |          | Amount   |             |        |
|            |               |                     |                    |            |            | Date         | Expiration  |          | or       |             |        |
|            |               |                     |                    |            |            | Exercisable  | Date        | Title    | Number   |             |        |
|            |               |                     |                    |            |            |              |             |          | of       |             |        |
|            |               |                     |                    | Code V     | (A) (D)    |              |             |          | Shares   |             |        |

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Colan Thomas 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226

Controller

## **Signatures**

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

02/26/2016

\*\*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).
  - Each Restricted Stock Unit represents a right to receive, subject to the terms and conditions of the 2013 Equity Incentive Plan and a
- (1) Restricted Stock Units Award Agreement, one share of the Company's common stock subject to vesting in three equal annual installments, beginning on February 24, 2017.
- (2) Includes 8,899 Restricted Stock Units that have not yet vested.

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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