BRINKS CO Form 4 February 22, 2017

FORM 4

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

OMB

OMB APPROVAL

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

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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)

(Print or Type Responses)

1. Name and Address of Reporting Person * Pal Rohan

(First)

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Middle)

BRINKS CO [BCO]

3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

3.

4. If Amendment, Date Original

02/17/2017

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below) below)

SVP, Chief Information Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

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

D

Person

RICHMOND, VA 23226

1801 BAYBERRY COURT

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(9-02)

Transaction(s)

(A) or (Instr. 3 and 4)

Code V Amount (D) Price

Common Stock

02/17/2017

 $A^{(1)}$ 2,165 A \$0 $17,521 \frac{(2)}{2}$

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 of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number out Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	of Derivative Expiration D Securities (Month/Day, Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 52.75	02/17/2017		A	9,398	(3)	02/17/2023	Common Stock	9,398

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Pal Rohan			SVP, Chief				
1801 BAYBERRY COURT			Information				
RICHMOND, VA 23226			Officer				

Signatures

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

**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 in February 2018.
- (2) Includes 17,521 Restricted Stock Units that have not yet vested.
- (3) The options vest on the third anniversary of the grant date, February 17, 2017, if the average closing stock price over any 15 consecutive trading days between the grant date and the third anniversary was at least \$65.94.

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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