BRINKS CO
Form 4
June 04, 2008

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BRESLAWSKY MARC C

(Last) (First) (Middle)

1801 BAYBERRY COURT, P.O. BOX 18100

(Street)

RICHMOND, VA 23226-8100

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
BRINKS CO [BCO]

3. Date of Earliest Transaction (Month/Day/Year)
06/02/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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)

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 Secu

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							(Instr
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Brink's Units (DSAP)	(1)	06/02/2008	A		9.84 (2)		(1)	(1)	Common Stock	9.84 (2)	$
Brink's Units (DSAP)	(1)	06/02/2008	A		277.62 (3)		(1)	(1)	Common Stock	277.62 (3)	$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRESLAWSKY MARC C 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226-8100	X			

Signatures

/s/ Elizabeth C. Restivo Elizabeth C. Restivo, Attorney-In-Fact	06/04/2008
**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).

(1) The Reporting Person, as a participant in the Directors' Stock Accumulation Plan (the "DSAP"), will be entitled to receive a distribution in The Brink's Company ("Brink's") Common Stock in respect of all Brink's Units in the Reporting Person's account following the Reporting Person's termination of service as a Non-Employee Director, in accordance with the terms of the DSAP.

(2) Brink's Units were credited to the Reporting Person's account under the DSAP as a result of a dividend payment, in accordance with the terms of the DSAP. The number of Brink's Units credited to the Reporting Person's account on the Transaction Date is based upon a share price of $72.04, which is the average trading price of Brink's Common Stock on June 2, 2008, calculated in accordance with the terms of the DSAP.

(3) Brink's Units were credited to the Reporting Person's account under the DSAP as a result of an annual allocation, in accordance with the terms of the DSAP. The number of Brink's Units credited to the Reporting Person's account on the Transaction Date is based upon a share price of $72.04, which is the average trading price of Brink's Common Stock on June 2, 2008, calculated in accordance with the terms of the DSAP.

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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