

Marshall McAlister C II
Form 4
February 26, 2018

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Marshall McAlister C II

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1801 BAYBERRY COURT, P.O.
BOX 18100

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2018

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

SVP, Gen Counsel & CAO

(Street)

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

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)

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) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common Stock | 02/22/2018 | | M | 13,780 | A <u>11</u> | 80,589 <u>(2)</u> | D |
| Common Stock | 02/22/2018 | | A | 24,077 <u>(3)</u> | A \$ 0 | 104,666 <u>(2)</u> | D |
| Common Stock | 02/22/2018 | | A | 2,593 <u>(4)</u> | A \$ 0 | 107,259 <u>(5)</u> | D |
| Common Stock | 02/24/2018 | | F | 711 <u>(6)</u> | D \$ 75.4 | 106,548 <u>(7)</u> | D |

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 (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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Market Share Units | (1) | 02/22/2018 | | M | 9,187 | (1) (1) | Common Stock (1) |
| Employee Stock Options (Right to Buy) | \$ 73.45 | 02/22/2018 | | A | 10,463 | (8) 02/22/2024 | Common Stock 10,463 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| Marshall McAlister C II 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226 | SVP, Gen Counsel & CAO |

Signatures

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

02/26/2018

__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 market share unit represents the right to receive between 0 and 1.5 shares of common stock, based on the average closing price for
- (1) the twenty trading days leading up to and including December 31, 2017 (\$82.70), as compared to the average closing price for the twenty trading days leading up to and including December 31, 2014 (\$23.19).
 - (2) Includes Restricted Stock Units that have not yet vested and shares that will be withheld to satisfy tax withholding obligations for the reporting person on the date that the market share units and performance share units are paid to the reporting person. The shares withheld

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will be reported on a subsequent filing.

- (3) Represents performance share units granted in February 2015, for which the performance period ended December 31, 2017, and for which the settlement date was February 22, 2018.
Each Restricted Stock Unit represents a right to receive, subject to the terms and conditions of the 2017 Equity Incentive Plan and a
- (4) Restricted Stock Units Award Agreement, one share of the Company's common stock subject to vesting in three annual installments, beginning in February 2019.
Includes 12,933 Restricted Stock Units that have not yet vested and shares that will be withheld to satisfy tax withholding obligations for
- (5) the reporting person on the date that the market share units and performance share units are paid to the reporting person. The shares withheld will be reported on a subsequent filing.
- (6) The Company withheld shares of common stock to satisfy the tax withholding obligation for the Reporting Person's Restricted Stock Units that vested on February 24, 2018.
Includes 11,341 Restricted Stock Units that have not yet vested and shares that will be withheld to satisfy tax withholding obligations for
- (7) the reporting person on the date that the market share units and performance share units are paid to the reporting person. The shares withheld will be reported on a subsequent filing.
- (8) The options vest on the third anniversary of the grant date, February 22, 2021, if the average closing stock price over any 15 consecutive trading days between the grant date and the third anniversary was at least \$91.81.

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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