

BRINKS CO
Form 4
March 05, 2007

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
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(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)

03/01/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Brink's Units (DSAP)	<u>(1)</u>	03/01/2007	A		7.14 <u>(2)</u>		<u>(1)</u>	<u>(1)</u>	Common Stock	7.14 <u>(2)</u>	\$ 58.9 <u>(3)</u>

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 03/05/2007

__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).
- The reporting person, as a participant in the Directors' Stock Accumulation Plan (the "DSAP"), will be entitled to receive a distribution in
- (1) The Brink's Company ("Brink's") common stock in respect of all Brink's Units in the reporting person's account if, after completing at least five Years of Service as a Non-Employee Director (as such terms are defined in the DSAP), the reporting person terminates service on the Board of Directors for any of the reasons described in 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.
 - (3) Average trading price of Brink's common stock for March 1, 2007, calculated in accordance with the terms of the DSAP.

Remarks:

EXHIBIT LIST

Exhibit 24 - Power of Attorney

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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