

SCHUMACHER MATTHEW AP
Form 4
March 03, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person
2. Issuer Name and Ticker or Trading Symbol
3. Date of Earliest Transaction
4. If Amendment, Date Original Filed
5. Relationship of Reporting Person(s) to Issuer
6. Individual or Joint/Group Filing

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

Table with 7 columns: 1. Title of Security, 2. Transaction Date, 2A. Deemed Execution Date, 3. Transaction Code, 4. Securities Acquired (A) or Disposed of (D), 5. Amount of Securities Beneficially Owned, 6. Ownership Form: Direct (D) or Indirect (I), 7. Nature of Ownership: Direct or Indirect.

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)

Table with 8 columns: 1. Title of Derivative Security, 2. Conversion or Exercise, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 8)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 8)
Units	<u>(1)</u>	03/01/2010		146.47 <u>(2)</u>		A				<u>(1)</u>	<u>(1)</u>	Common Stock	146.47 <u>(2)</u>	\$ 2 <u>(1)</u>
Units	<u>(1)</u>	03/01/2010		637.71 <u>(4)</u>		A				<u>(1)</u>	<u>(1)</u>	Common Stock	637.71 <u>(4)</u>	\$ 2 <u>(1)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHUMACHER MATTHEW AP 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226			Controller	

## Signatures

/s/ Elizabeth C. Restivo Elizabeth C. Restivo,  
Attorney-in-Fact

03/03/2010

\_\_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) Under the terms of the Key Employees' Deferred Compensation Program (the "Program"), the Reporting Person has chosen to make deferrals to an incentive account. These deferrals, plus amounts matched by The Brink's Company ("BCO") and amounts credited for dividend payments, will settle in BCO common stock on a one-for-one basis following the Reporting Person's termination of employment with BCO, subject to and in accordance with the terms of the Program.
  - (2) On the first business day of each month, salary deferred to the Reporting Person's account during the previous month, plus any matching amounts, is converted into Units representing shares of BCO common stock and credited to the Reporting Person's account in accordance with the terms of the Program.
  - (3) The number of Units credited to the Reporting Person's account on the Transaction Date is based upon a share price of \$25.09, which is the average trading price of BCO common stock for the month of February 2010, calculated in accordance with the terms of the Program.
  - (4) Under the terms of the Program, the Reporting Person has chosen to defer a portion of the annual award payable to the Reporting Person under the Company's Key Employees Incentive Plan to an incentive account. Such deferral, plus any matching amounts, is converted into Units representing shares of BCO common stock and credited to the Reporting Person's account in accordance with the terms of the Program.
  - (5) Includes 24.55 Units representing shares of BCO common stock that were credited to the Reporting Person's account under the Program on March 1, 2010 as a result of a dividend payment, in accordance with the terms of the Program.

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.