

BRINKS CO  
Form 4  
June 05, 2013

**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 \*  
Herling Michael J

(Last) (First) (Middle)

1801 BAYBERRY COURT, P.O.  
BOX 18100

(Street)

RICHMOND, VA 23226

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/03/2013

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 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 Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Securities
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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. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Brink's Units (DSAP)	<u>(1)</u>	06/03/2013	A		15.68 <u>(2)</u>		<u>(1)</u>	<u>(1)</u>	Common Stock	15.68 <u>(2)</u>		\$ 0
Brink's Units (DSAP)	<u>(1)</u>	06/03/2013	A		984.4 <u>(4)</u>		<u>(1)</u>	<u>(1)</u>	Common Stock	984.4 <u>(4)</u>		\$ 0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Herling Michael J 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226	X			

## Signatures

/s/ Elizabeth C. Restivo Elizabeth C. Restivo, 06/05/2013  
 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).
- Under the terms of the Directors' Stock Accumulation Plan (the "DSAP"), the Reporting Person will be entitled to receive a distribution in
- (1) The Brink's Company (the "Company") common stock in respect of all Brink's Units in the Reporting Person's account on a one-for-one basis following the Reporting Person's termination of service as a director.  
 In accordance with the terms of the DSAP, Brink's Units (each of which is the economic equivalent of one share of the Company's common stock) were credited to the Reporting Person's account as a result of a dividend payment with respect to the Company's common stock. The number of Brink's Units credited to the Reporting Person's account on the Transaction Date is based upon a share price of \$26.92, which is the average trading price of the Company's common stock on June 3, 2013, calculated in accordance with the terms of the DSAP.
  - (2) Includes a total of 49.88 Brink's Units (each of which is the economic equivalent of one share of the Company's common stock) that were credited to the Reporting Person's account under the DSAP on September 4 and December 3, 2012 and March 1, 2013, as a result of dividend payments with respect to the Company's common stock.
  - (3) In accordance with the terms of the DSAP, Brink's Units (each of which is the economic equivalent of one share of the Company's common stock) were credited to the Reporting Person's account as a result of an annual allocation under 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 \$26.92, which is the average trading price of the Company's common stock on June 3, 2013, calculated in accordance with the terms of the DSAP.
  - (4)

**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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