

BRINKS CO  
Form SC 13G/A  
November 12, 2008

**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**SCHEDULE 13G**

**(Rule 13d-102)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)**

**(Amendment No. 2) \***

**THE BRINK'S COMPANY**

*( NAME OF ISSUER )*

**COMMON STOCK**

*(Title of Class of Securities)*

**109696104**

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(CUSIP Number)

**September 5, 2008**

*(Date of Event Which Requires Filing of this Statement)*

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1 (b)

Rule 13d-1 (c)

Rule 13d-1 (d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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**CUSIP No.**  
**109696104**

**13G**

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1. Names of  
reporting persons

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
(ENTITIES ONLY)

JPMorgan Chase Bank, N.A., as Former Directed  
Trustee of The Brink's Company Employee  
Benefits Trust

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)  
GROUP\*

(b) X

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3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

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|                     |    |                          |   |
|---------------------|----|--------------------------|---|
| <i>NUMBER OF</i>    | 5. | SOLE VOTING POWER        | 0 |
| <i>SHARES</i>       |    |                          |   |
| <i>BENEFICIALLY</i> | 6. | SHARED VOTING POWER      | 0 |
| <i>OWNED BY</i>     |    |                          |   |
| <i>EACH</i>         | 7. | SOLE DISPOSITIVE POWER   | 0 |
| <i>REPORTING</i>    |    |                          |   |
| <i>PERSON WITH</i>  | 8. | SHARED DISPOSITIVE POWER | 0 |

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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW  
(9)

5.62%

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12. TYPE OF REPORTING PERSON\* BK,OO

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**Item**      **Name of Issuer:**  
**1(a) .**

The Brink's Company

**Item**      **Address of Issuer's Principal**  
**1(b) .**      **Executive Offices:**

1801 Bayberry Court, Richmond, VA  
23226-8100

**Item**      **Name of Person Filing:**  
**2(a) .**

JPMorgan Chase Bank, N.A., as Former  
Directed Trustee of The Brink's  
Company Employee Benefits Trust

**Item**      **Address of Principal Business Office**  
**2(b) .**      **or, if None, Residence:**

1111 Polaris Parkway  
Columbus, Ohio 43240

**Item**      **Citizenship**  
**2(c) .**

United States

**Item Title of Class of Securities:**  
**2 (d) .**

Common Stock

Unless otherwise noted, security being reported  
is common stock

**Item CUSIP 109696104**  
**2 (e) . Number:**

**Item 3 If this Statement is Filed Pursuant**  
**to Rule 13d-1 (b), or 13d-2 (b)**

**Or (c), Check Whether the Person**  
**Filing is a :**

- (a) Broker or dealer registered under Section 15 of the Exchange Act;
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act;  
(See Item 2(a) above)
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) Investment company registered under Section 8 of the Investment Company Act;
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

- (g) A parent holding company or control person in accordance with  
  
Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal  
  
Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an  
  
Investment company under Section 3(c)(14) of the Investment  
  
Company act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

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**Item 4. Ownership**

- (a) Amount beneficially owned: 0  
  
Including 0 shares where there is a Right to Acquire.
- (b) Percent of class: 0%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or  0  
to direct the disposition  
of:

Prior to September 5, 2008, shares of Common Stock were held in the trust (the "Trust") created pursuant to the Trust Agreement, dated December 7, 1992, as amended (the "Trust Agreement"), by and between The Brink's Company, a Virginia corporation (the "Company"), and JPMorgan Chase Bank, N.A., as trustee (the "Trustee") of the Trust.

On September 5, 2008, as permitted by the terms of the Trust Agreement, the Company terminated the Trust. In connection with the termination of the Trust, on September 5, 2008, the Trust sold, transferred, assigned, conveyed and delivered to the Company 1,650,518 shares of Common Stock, constituting all shares of Common Stock held by the Trust on that date, in exchange for the forgiveness, release and discharge by the Company of all indebtedness owed by the Trust to the Company, including indebtedness evidenced by the promissory notes, dated December 7, 1992, November 2, 1998, October 20, 1999, July 26, 2001, March 15, 2004, June 16, 2005 and August 31, 2006, originally issued by the Trust to the Company in payment for the original acquisition of the shares of Common Stock by the Trust.

**Item 5. Ownership of Five Percent or Less  
of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following  X

**Item 6.**

**Ownership of More than Five Percent  
on Behalf of Another Person.**

Not Applicable

**Item 7. Identification and Classification of  
the Subsidiary Which Acquired the  
Security being reported on by the  
Parent Holding Company.**

Not Applicable

**Item 8. Identification and Classification of  
Members of the Group.**

Not Applicable

**Item 9. Notice of Dissolution of Group.**

Not Applicable

**Item 10. Certifications**

By signing below I certify that, to the best of my knowledge and belief,

the securities referred to above were not acquired and are not held for the

purpose of or with the effect of changing or influencing the control of the

issuer of the securities and were not acquired and are not held in connection

with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the

information set forth in this statement is true, complete and correct.

Dated: NOVEMBER  
10, 2008

JPMorgan Chase Bank, N.A., as Former  
Directed Trustee of The Brink's  
Company Employee Benefits Trust

By: /s/ Peter J. Coghill

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Peter J. Coghill

Vice President

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