

BRINKS CO
Form 4
August 19, 2008

FORM 4

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

OMB APPROVAL

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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 *
LENNON FRANK T

(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)
08/15/2008

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)
VP & Chief Admin. Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 08/15/2008 | | M | | 6,666 | A | \$ 15.27 |
| Common Stock | 08/15/2008 | | M | | 30,000 | A | \$ 32.68 |
| Common Stock | 08/15/2008 | | M | | 10,931 | A | \$ 35.79 |
| Common Stock | 08/15/2008 | | F | | 10,513 | D | \$ 69.84 |
| Common Stock | 08/15/2008 | | S | | 21,048 | D | \$ 70.0027 |
| | | | | | | | <u>(1)</u> |

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| | | | | | | | |
|--------------|------------|---|--------|---|-----------------------------|--------|---|
| Common Stock | 08/18/2008 | M | 24,069 | A | \$ 35.79 | 43,842 | D |
| Common Stock | 08/18/2008 | F | 4,963 | D | \$ 70 | 38,879 | D |
| Common Stock | 08/18/2008 | S | 12,352 | D | \$ <u>70.0991</u> (2) | 26,527 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 15.27 | 08/15/2008 | | M | 6,666 | 07/10/2006 07/10/2009 | Common Stock 6,666 |
| Employee Stock Option (Right to Buy) | \$ 32.68 | 08/15/2008 | | M | 30,000 | (3) 07/08/2010 | Common Stock 30,000 |
| Employee Stock Option (Right to Buy) | \$ 35.79 | 08/15/2008 | | M | 10,931 | 07/07/2006 07/07/2011 | Common Stock 10,931 |
| Employee Stock Option (Right to Buy) | \$ 35.79 | 08/18/2008 | | M | 24,069 | (4) 07/07/2011 | Common Stock 24,069 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LENNON FRANK T 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226 | | | VP & Chief Admin. Officer | |

Signatures

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

08/19/2008

__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) Weighted average of sale prices, which ranged from \$70.00 to \$70.03. The Reporting Person undertakes to provide upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (2) Weighted average of sale prices, which ranged from \$70.00 to \$70.25. The Reporting Person undertakes to provide upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (3) The options vested in three equal annual installments on July 8, 2005, 2006 and 2007.
- (4) The options vested in three installments as follows: 736 shares on July 7, 2006, 11,667 shares on July 7, 2007 and 11,666 shares on July 7, 2008.
- (5) The Reporting Person held options (vested and unvested) for a total of 95,000 shares as of August 18, 2008, following the Reported Transactions.

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.