

BRINKS CO  
Form 4  
June 04, 2008

**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 \*  
CAZER 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)  
06/02/2008

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)  
Vice President and CFO

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 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 |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|----------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|----------|

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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) | (Instr. 3, 4, and 5) | (Instr. 3, 4, and 5) | (Instr. 3, 4, and 5) | (Instr. 3, 4, and 5) | (Instr. 3, 4, and 5)       |                      |
|------------|------------------------------|------------------|------------|--|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------------|----------------------|
|            |                              |                  | Code       | V  | (A)                  | (D)                  | Date Exercisable     | Expiration Date      | Title                | Amount or Number of Shares | (Instr. 3, 4, and 5) |
| Units      | <u>(1)</u>                   | 06/02/2008       | A          |  | 104.22<br><u>(1)</u> |                      | <u>(1)</u>           | <u>(1)</u>           | Common Stock         | 104.22<br><u>(1)</u>       | \$ 7                 |
| Units      | <u>(1)</u>                   | 06/02/2008       | A          |  | 0.14 <u>(3)</u>      |                      | <u>(1)</u>           | <u>(1)</u>           | Common Stock         | 0.14 <u>(3)</u>            | \$ 7                 |

Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| CAZER MICHAEL J<br>1801 BAYBERRY COURT<br>P.O. BOX 18100<br>RICHMOND, VA 23226 |               |           | Vice President and CFO |       |

Signatures

/s/ Elizabeth C. Restivo Elizabeth C. Restivo, 06/04/2008  
 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 Key Employees' Deferred Compensation Program (the "Program"), the Reporting Person has chosen to make salary deferrals to an incentive account. On the first business day of each month, the amount of salary deferred to the Reporting Person's account during the previous month, plus any matching amounts, is converted into Units representing shares of The Brink's Company ("BCO") Common Stock and credited to the Reporting Person's account in accordance with the terms of the Program. Dividends are calculated and credited to the Reporting Person's total account balance in accordance with the terms of the Program.
- (1) The number of Units credited to the Reporting Person's account on the Transaction Date is based upon a share price of \$71.96, which is the average trading price of BCO Common Stock for the month of May 2008, calculated in accordance with the terms of the Program.
  - (2) Units representing shares of BCO Common Stock were credited to the Reporting Person's account under the Program as a result of a dividend payment, 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 \$72.04, which is the average trading price of BCO Common Stock for June 2, 2008, calculated in accordance with the terms of the Program.

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. 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.