

Hudson Thomas R Jr
 Form 4
 December 03, 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 *
 Pirate Capital LLC

(Last) (First) (Middle)

400 CONNECTICUT AVENUE, 4TH FLOOR

(Street)

NORWALK, CT 06854

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/01/2008

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)

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) | Amount | | |
| | | | | Code | V | | |
| | | | | | Price | | |

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)

| 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|--|---|---------------------------------|
| | | | | | | | | |

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Instr. 5) | | | |
|----------------------|------------------------------|------------------|------------|---|-----------------|-------|----------------------------|---------------|
| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| Brink's Units (DSAP) | (1) | 12/01/2008 | A | 5.26 (1) | (2) | (2) | Common Stock | 5.26 (1) \$ 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Pirate Capital LLC 400 CONNECTICUT AVENUE 4TH FLOOR NORWALK, CT 06854 | X | | | |
| Hudson Thomas R Jr 400 CONNECTICUT AVENUE 4TH FLOOR NORWALK, CT 06854 | X | | | |

Signatures

/s/ Pirate Capital LLC, by Thomas R. Hudson Jr., its Portfolio Manager

12/03/2008

__Signature of Reporting Person

Date

Thomas R. Hudson Jr.

12/03/2008

__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) Brink's Units were credited to Mr. Hudson's account under the Directors' Stock Accumulation Plan (the "DSAP") as a result of a dividend payment, in accordance with the terms of the DSAP. The number of Brink's Units credited to Mr. Hudson's account on the Transaction Date is based upon a share price of \$20.40, which is the average trading price of The Brink's Company ("Brink's") Common Stock on December 1, 2008, calculated in accordance with the terms of the DSAP.
 - (2) Mr. Hudson, as a participant in the DSAP, will be entitled to receive a distribution in Brink's Common Stock in respect of all Brink's Units in his account following his termination of service as a Non-Employee Director, in accordance with the terms of the DSAP.
 - (3) Balance reflects additional Brink's Units credited to Mr. Hudson's account in connection with spin-off of Brink's Home Security Holdings, Inc.

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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