

Dzedzic Joseph W
Form 4
July 11, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Dzedzic Joseph W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1801 BAYBERRY COURT, P.O.
BOX 18100

3. Date of Earliest Transaction (Month/Day/Year)
07/07/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Vice President and CFO

(Street)
RICHMOND, VA 23226

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
Common Stock	07/07/2011		A	(A) or (D) 8,925 (1)	\$ 0 64,743	D	
Common Stock	07/08/2011		F	1,074 (2)	\$ 31.035 63,669	D	
Common Stock	07/09/2011		F	5,408 (3)	\$ 31.035 58,261 (4)	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

SEC 1474 (9-02)

number.

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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 31.47	07/07/2011		A	29,750	⁽⁵⁾ 07/07/2017	Common Stock	29,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dziejdzic Joseph W 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226			Vice President and CFO	

Signatures

/s/ Elizabeth C. Restivo, Elizabeth C. Restivo,
Attorney-in-Fact 07/11/2011

__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).
- Subject to the terms and conditions of the 2005 Equity Incentive Plan and a Restricted Stock Units Award Agreement, the Reporting Person has been granted Restricted Stock Units and shall be entitled to receive following the relevant vesting date the number of shares of
- (1) The Brink's Company's common stock underlying the Restricted Stock Units subject to vesting as follows: 2,975 shares on each of July 7, 2012, 2013 and 2014.
 - (2) The Company withheld shares of common stock to satisfy the tax withholding obligation for the Reporting Person's Restricted Stock Units that vested on July 8, 2011.
 - (3) The Company withheld shares of common stock to satisfy the tax withholding obligation for the Reporting Person's Restricted Stock Units that vested on July 9, 2011.
 - (4) Includes 33,229 Restricted Stock Units that have not yet vested.

Edgar Filing: Dziejczak Joseph W - Form 4

(5) The options vest in three installments as follows: 9,917 shares on each of July 7, 2012 and 2013 and 9,916 shares on July 7, 2014.

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.