

BRINKS CO

Form 4

March 02, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHIEVELBEIN THOMAS C

(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)

02/29/2016

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)

Chairman, President and CEO

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

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

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information contained in this form are not
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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 Deriv Secur
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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)								
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Units	<u>(1)</u>	02/29/2016	A		455.84 <u>(2)</u>		<u>(1)</u>	<u>(1)</u>	Common Stock	455.84 <u>(2)</u>	\$ 2		
Units	<u>(1)</u>	03/01/2016	A		150.71 <u>(4)</u>		<u>(1)</u>	<u>(1)</u>	Common Stock	150.71 <u>(4)</u>	\$ 2		
Brink's Units (DSAP)	<u>(6)</u>	03/01/2016	A		10.55 <u>(7)</u>		<u>(6)</u>	<u>(6)</u>	Common Stock	10.55 <u>(7)</u>	\$		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHIEVELBEIN THOMAS C 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226	X		Chairman, President and CEO	

Signatures

/s/ Lindsay K. Blackwood Lindsay K. Blackwood,
Attorney-in-Fact

03/02/2016

 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).

- Units (each of which is the economic equivalent of one share of The Brink's Company ("BCO") common stock) credited to the Reporting Person's stock incentive account under the Key Employees' Deferred Compensation Program (the "Program") will settle in BCO common
- (1) stock on a one-for-one basis and shall be distributed in accordance with the Reporting Person's deferral election either (1) following the Reporting Person's termination of employment with BCO or (2) on a future date selected by the Reporting Person at the time of his or her deferral election.
 - (2) In accordance with the terms of the Program, on the last business day of each month, compensation deferred by the Reporting Person during that month and/or any matching amounts are converted into Units and credited to the Reporting Person's stock incentive account.
- The number of Units credited to the Reporting Person's stock incentive account on the Transaction Date is based upon a share price of
- (3) \$29.25, which is the closing price of BCO common stock on the final trading day of the month in which the deferred compensation would have been payable, calculated in accordance with the terms of the Program.
 - (4) In accordance with the terms of the Program, Units (each of which is the economic equivalent of one share of BCO common stock) were credited to the Reporting Person's account as a result of a dividend payment with respect to BCO common stock.
 - (5) The number of Units credited to the Reporting Person's account on the Transaction Date is based upon a share price of \$29.55, which is the closing price of BCO common stock on March 1, 2016, calculated in accordance with the terms of the Program.

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- Under the terms of the Directors' Stock Accumulation Plan (the "DSAP"), the Reporting Person will be entitled to receive a distribution in
- (6) BCO common stock in respect of all Brink's Units in the Reporting Person's account on a one-for-one basis following the Reporting Person's termination of service as a director.

- In accordance with the terms of the DSAP, Brink's Units (each of which is the economic equivalent of one share of BCO common stock) were credited to the Reporting Person's account as a result of a dividend payment with respect to BCO common stock. The number of
- (7) Brink's Units credited to the Reporting Person's account on the Transaction Date is based upon a share price of \$29.64, which is the average trading price of BCO common stock on March 1, 2016, calculated in accordance with the terms of the DSAP.

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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