

Marshall McAlister C II
 Form 4
 December 02, 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 *
 Marshall McAlister C II

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)
 12/01/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Gen Counsel and Secretary

(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 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. 8) | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | (Instr. 8) |
|------------|------------------------------|------------------|------------|--|------------|-----|-----|------------------|-----------------|--------------|----------------------------|------------|
| Units | <u>(1)</u> | 12/01/2008 | A | 404.02 <u>(1)</u> | | | | <u>(1)</u> | <u>(1)</u> | Common Stock | 404.02 <u>(1)</u> | \$ 20 |
| Units | <u>(1)</u> | 12/01/2008 | A | 3.8 <u>(4)</u> | | | | <u>(1)</u> | <u>(1)</u> | Common Stock | 3.8 <u>(4)</u> | \$ 20 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Marshall McAlister C II 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226 | | | VP, Gen Counsel and Secretary | |

Signatures

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

12/02/2008

__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).

- 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.
- The number of Units credited to the Reporting Person's account on the Transaction Date is based upon a share price of \$22.56, which is the average trading price of BCO Common Stock for the month of November 2008, calculated in accordance with the terms of the Program.
 - Balance reflects additional Units credited to Reporting Person's account in connection with spin-off of Brink's Home Security Holdings, Inc.
 - 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.
 - The number of Units credited to the Reporting Person's account on the Transaction Date is based upon a share price of \$20.40, which is the average trading price of BCO Common Stock for December 1, 2008, calculated in accordance with the terms of the Program.

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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