SCHIEVELBEIN THOMAS C

Form 4 June 19, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

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

See Instruction 1(b).

(Last)

BOX 18100

(Instr. 3)

Common

Stock

(Print or Type Responses)

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

(First)

1801 BAYBERRY COURT, P.O.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

BRINKS CO [BCO] 3. Date of Earliest Transaction

(Check all applicable)

(Month/Day/Year)

Filed(Month/Day/Year)

06/15/2012

X Director 10% Owner X_ Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

below) Chairman, President and CEO

(Street) 4. If Amendment, Date Original

(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

RICHMOND, VA 23226-8100

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

06/15/2012

3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership Owned Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s)

(D) Price

Code V Amount

(1)

(Instr. 3 and 4)

58,062

A

A \$0 87,775 (2)

D

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)

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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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		D)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 22.39	06/15/2012		A	206,625		(3)	06/15/2018	Common Stock	206,62

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SCHIEVELBEIN THOMAS C 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226-8100	X		Chairman, President and CEO				
Signatures							

Signatures

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

06/19/2012

**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 The Brink's Company's common stock underlying the Resticted Stock Units subject to vesting as follows: 19,354 shares on each of June 15, 2013, 2014 and 2015.
- (2) Includes 58,062 Restricted Stock Units that have not yet vested.
- (3) The options vest in three installments as follows: 68,875 shares on each of June 15, 2013, 2014 and 2015.

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.

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