BRINKS CO Form 4 July 01, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Marshall McAlister C II

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(Middle)

BRINKS CO [BCO] 3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner

1801 BAYBERRY COURT, P.O.

(First)

(Street)

06/30/2015

X_ Officer (give title Other (specify below)

BOX 18100

4. If Amendment, Date Original

VP and Gen Counsel 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

RICHMOND, VA 23226

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

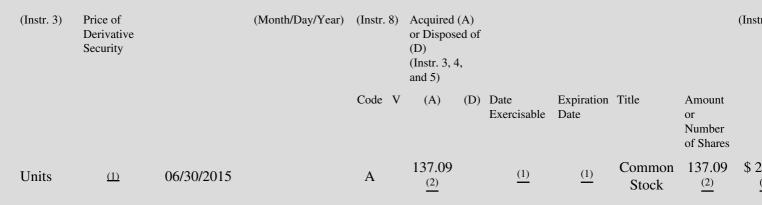
6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

Deri

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Reporting Owners

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

Signatures

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

07/01/2015

**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 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 that is during such person's employment with BCO.
- In accordance with the terms of the Program, on the last business day of each month, compensation deferred by the Reporting (2) 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 \$29.43, 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.

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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