**BRINKS CO** Form 4 September 04, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \* SCHUMACHER MATTHEW AP

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(First)

(Middle)

3. Date of Earliest Transaction

BRINKS CO [BCO]

Director 10% Owner Other (specify

(Check all applicable)

1801 BAYBERRY COURT, P.O. BOX 18100

(Month/Day/Year) 09/02/2014

X\_ Officer (give title below) below) Controller

(Street)

(State)

(Month/Day/Year)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

RICHMOND, VA 23226

(City) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership Securities Form: Direct Beneficially

7. Nature of Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

(9-02)

Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

Following Reported Transaction(s)

Owned

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

(A)

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 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 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of 8. Pr Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Deri Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) Secu any

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Units	(1)	09/02/2014		A		172.28 (2)		<u>(1)</u>	<u>(1)</u>	Common Stock	172.28 (2)	\$ 2
Units	<u>(1)</u>	09/02/2014		A		77.1 (4)		<u>(1)</u>	<u>(1)</u>	Common Stock	77.1 <u>(4)</u>	\$ 2

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCHUMACHER MATTHEW AP 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226

Controller

# **Signatures**

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

09/04/2014

\*\*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 deferrals to an incentive account. These deferrals, plus amounts matched by The Brink's Company ("BCO") and amounts credited for dividend equivalent payments, will settle in BCO common stock on a one-for-one basis following the Reporting Person's termination of employment with BCO, subject to and in accordance with the terms of the Program.
- On the first business day of each month, salary deferred to the Reporting Person's account during the previous month, plus any matching (2) amounts, is converted into Units (each of which is the economic equivalent of one share of BCO common stock) and credited to the Reporting Person's account in accordance with the terms of the Program.
- (3) The number of Units credited to the Reporting Person's account on the Transaction Date is based upon a share price of \$27.03, which is the average trading price of BCO common stock for the month of August 2014, 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 \$27.59, which is the average trading price of BCO common stock on September 2, 2014, 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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