BRINKS CO Form 4 May 10, 2016

FORM 4

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

Check this box if no longer

subject to **SECURITIES** Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

ALEWINE BETTY C Issuer Symbol BRINKS CO [BCO] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Officer (give title Other (specify 1801 BAYBERRY COURT, P.O. 05/06/2016 below)

2. Issuer Name and Ticker or Trading

BOX 18100

RICHMOND, VA 23226-8100

1. Name and Address of Reporting Person *

4. If Amendment, Date Original (Street)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

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response...

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

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of TransactionAcquired (A) or Security (Month/Day/Year) Execution Date, if Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or

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

Common 05/08/2016 $M^{(1)}$ 3,050 (2)18,163 D Stock

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. Transactic Code (Instr. 8)	5. NumborDerivati Securitic Acquire Dispose (Instr. 3,	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	<u>(3)</u>	05/06/2016		A	3,714		(3)	(3)	Common Stock	3,714
Deferred Stock Units	(2)	05/08/2016		M		3,050	<u>(4)</u>	<u>(4)</u>	Common Stock	3,050

Reporting Owners

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
ALEWINE BETTY C 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226-8100	X						

Signatures

/s/Cariann D. Fisher, Attorney-in-Fact 05/10/2016

**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).
- Represents the conversion upon vesting of Deferred Stock Units ("DSUs") into The Brink's Company (the "Company") Common Stock. (1) On May 8, 2015, the Reporting Person was granted 3,050 DSUs, of which all of the shares subject to the DSUs vested on May 8, 2016.
- (1) On May 8, 2015, the Reporting Person was granted 3,050 DSUs, of which all of the shares subject to the DSUs vested on May 8, 2016. Such DSUs were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on May 12, 2015.
- (2) Each DSU represents the right to receive, at settlement, one share of Company Common Stock.
 - Subject to the terms and conditions of the Non-Employee Directors' Equity Plan and a Deferred Stock Units Award Agreement (the "Award Agreement"), the Reporting Person has been granted DSUs that are subject to a one year vesting period that accelerates upon a
- (3) change in control of the Company. The DSUs will be settled in Company Common Stock on a one-for-one basis upon vesting. Pursuant to terms of the Award Agreement, the DSUs will be forfeited if the Reporting Person ceases to serve as a member of the Board of Directors of the Company prior to the expiration of the vesting period.
- (4) This Deferred Stock Unit award was granted on May 8, 2015 and vested in full on May 8, 2016.

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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