BRINKS CO Form 4 April 04, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Tyson Holly R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

(Last)

(City)

Security

(Instr. 3)

(First)

(Middle)

(Zip)

BRINKS CO [BCO] 3. Date of Earliest Transaction

1801 BAYBERRY COURT, P.O.

(Street)

03/31/2016

Director 10% Owner X_ Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

(Month/Day/Year)

VP and Chief HR Officer

(Check all applicable)

BOX 18100

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

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

Person

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

RICHMOND, VA 23226

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

(State)

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 Ownership (T) (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 **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A Disposed of (Instr. 3, 4, a 5)	(D)				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Units	(1)	03/31/2016		A	2,313.19 (2)		<u>(1)</u>	<u>(1)</u>	Common Stock	2,313.19 (2)
Units	<u>(1)</u>	03/31/2016		A	105.56		<u>(1)</u>	<u>(1)</u>	Common Stock	105.56

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Tyson Holly R 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226

VP and Chief HR Officer

Signatures

(1)

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

04/04/2016

**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).

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.

- Under the terms of the Program, the Reporting Person has chosen to defer a portion of the annual award payable under the

 Company's Key Employees Incentive Plan to an incentive account. In accordance with the terms of the Program and the Reporting Person's deferral election, certain deferred amounts and/or any matching amounts are 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.
- The number of Units credited to the Reporting Person's account on the Transaction Date is based upon a share price of \$33.59, 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.
- In accordance with the terms of the Program, on the last business day of each month, compensation deferred by the Reporting

 (4) Person during that month and/or any matching amounts are converted into Units and credited to the Reporting Person's stock incentive account.

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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