Zukerman Amit Form 4 February 26, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Zukerman Amit			2. Issuer Name and Ticker or Trading Symbol BRINKS CO [BCO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	**			
1801 BAYBERRY COURT, P.O. BOX 18100			(Month/Day/Year) 02/22/2018	Director 10% Owner Some of the property of the policy of the property below Executive Vice President			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
RICHMOND,	VA 23226		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative S	ecurit	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired ction(A) or Disposed of (D) 8) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/22/2018		M	9,879	A	<u>(1)</u>	48,401 (2)	D	
Common Stock	02/22/2018		A	17,260 (3)	A	\$0	65,661 <u>(2)</u>	D	
Common Stock	02/22/2018		A	4,323 (4)	A	\$ 0	69,984 <u>(5)</u>	D	

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

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number.

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

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Market Share Units	<u>(1)</u>	02/22/2018		M		6,586	<u>(1)</u>	<u>(1)</u>	Common Stock	<u>(1)</u>
Employee Stock Options (Right to Buy)	\$ 73.45	02/22/2018		A	17,438		<u>(6)</u>	02/22/2024	Common Stock	17,4

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Zukerman Amit 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226

Executive Vice President

Signatures

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

02/26/2018

**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).
- Each market share unit represents the right to receive between 0 and 1.5 shares of common stock, based on the average closing price for (1) the twenty trading days leading up to and including December 31, 2017 (\$82.70), as compared to the average closing price for the twenty trading days leading up to and including December 31, 2014 (\$23.19).
- Includes Restricted Stock Units that have not yet vested and shares that will be withheld to satisfy tax withholding obligations for the reporting person on the date that the market share units and performance share units are paid to the reporting person. The shares withheld will be reported on a subsequent filing.
- (3) Represents performance share units granted in February 2015, for which the performance period ended December 31, 2017, and for which the settlement date was February 22, 2018.

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- Each Restricted Stock Unit represents a right to receive, subject to the terms and conditions of the 2017 Equity Incentive Plan and a

 (4) Restricted Stock Units Award Agreement, one share of the Company's common stock subject to vesting in three annual installments, beginning in February 2019.
- Includes 10,614 Restricted Stock Units that have not yet vested and shares that will be withheld to satisfy tax withholding obligations for the reporting person on the date that the market share units and performance share units are paid to the reporting person. The shares withheld will be reported on a subsequent filing.
- (6) The options vest on the third anniversary of the grant date, February 22, 2021, if the average closing stock price over any 15 consecutive trading days between the grant date and the third anniversary was at least \$91.81.

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.