

BRESLAWSKY MARC C
Form 4
May 06, 2009

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 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BRESLAWSKY MARC C

(Last) (First) (Middle)

1801 BAYBERRY COURT, P.O.
BOX 18100

(Street)

RICHMOND, VA 23226-8100

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BRINKS CO [BCO]

3. Date of Earliest Transaction
(Month/Day/Year)
05/04/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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
Common Stock	05/04/2009		M		18,374	A	\$ 14.92
Common Stock	05/04/2009		M		299	A	\$ 10.6
Common Stock	05/04/2009		M		4,453	A	\$ 11.58
Common Stock	05/04/2009		M		1,837	A	\$ 14.53
Common Stock	05/04/2009		M		29	A	\$ 10.6

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Common Stock	05/04/2009	M	444	A	\$ 10.63	25,436	D
Common Stock	05/04/2009	S	25,436	D	\$ 27.07	0	D

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

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(9-02)

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 Derivative 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 of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Employee Stock Option (Right to Buy)	\$ 14.92	05/04/2009		M	18,374	<u>(1)</u> 05/07/2009		Common Stock
Non-Employee Stock Option (Right to Buy)	\$ 10.6	05/04/2009		M	299	<u>(2)</u> 05/07/2009		Common Stock
Non-Employee Stock Option (Right to Buy)	\$ 11.58	05/04/2009		M	4,453	<u>(3)</u> 05/07/2009		Common Stock
Non-Employee Stock Option (Right to Buy)	\$ 14.53	05/04/2009		M	1,837	01/01/2000 07/01/2009		Common Stock
Non-Employee Stock Option (Right to Buy)	\$ 10.6	05/04/2009		M	29	01/01/2000 07/01/2009		Common Stock
Non-Employee Stock Option (Right to Buy)	\$ 10.63	05/04/2009		M	444	01/01/2000 07/01/2009		Common Stock

Reporting Owners

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

Signatures

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

05/06/2009

__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).
- (1) The options vested in three installments as follows: 6,125 shares on each of May 7, 1999 and May 7, 2000 and 6,124 shares on May 7, 2001.
- (2) The options vested in three installments as follows: 100 shares on each of May 7, 1999 and May 7, 2000 and 99 shares on May 7, 2001.
- (3) The options vested in three installments as follows: 1,485 shares on May 7, 1999 and 1,484 shares on each of May 7, 2000 and May 7, 2001.
- (4) The Reporting Person held vested options for a total of 42,442 shares as of May 4, 2009, following the Reported Transactions.

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.