BRINKS CO Form 4 March 04, 2015

FORM 4

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

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

2. Issuer Name and Ticker or Trading

BRINKS CO [BCO]

3. Date of Earliest Transaction

(Print or Type Responses)

(Last)

(Instr. 3)

Security

1. Name and Address of Reporting Person * Hedgebeth Reginald D

(First) (Middle)

1801 BAYBERRY COURT, P.O.

BOX 18100

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Symbol

3.

(Month/Day/Year)

03/02/2015

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

5. Amount of

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

(City) (State)

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

RICHMOND, VA 23226

Execution Date, if (Month/Day/Year)

(Zip)

Code (Instr. 8)

TransactionAcquired (A) or Disposed of (D)

Code V Amount (D) Price

4. Securities

(Instr. 3, 4 and 5)

or

Securities Beneficially Owned Following (A)

Reported Transaction(s) (Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

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)

Code

1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year)

or Exercise

Execution Date, if any

4. 5. Number Transactionof

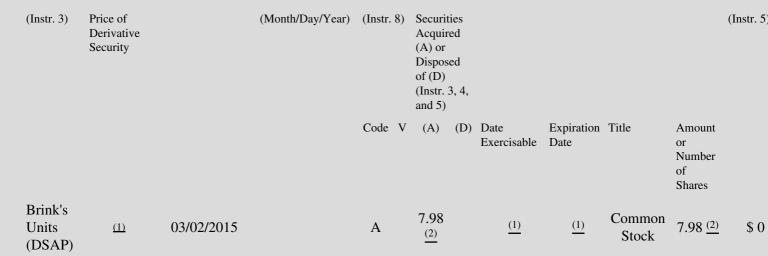
Derivative

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Price **Underlying Securities** (Instr. 3 and 4)

Derivati Security

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hedgebeth Reginald D 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226	X			

Signatures

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

03/04/2015

**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 Directors' Stock Accumulation Plan (the "DSAP"), the Reporting Person will be entitled to receive a distribution in (1) The Brink's Company (the "Company") common stock in respect of all Brink's Units in the Reporting Person's account on a one-for-one basis following the Reporting Person's termination of service as a director.
 - In accordance with the terms of the DSAP, Brink's Units (each of which is the economic equivalent of one share of the Company's common stock) were credited to the Reporting Person's account as a result of a dividend payment with respect to the Company's common
- (2) stock. The number of Brink's Units credited to the Reporting Person's account on the Transaction Date is based upon a share price of \$28.21, which is the average trading price of the Company's common stock on March 2, 2015, calculated in accordance with the terms of the DSAP.

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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