

BRINKS CO
Form 4
July 18, 2016

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DOMANICO RONALD JAMES

(Last) (First) (Middle)

1801 BAYBERRY COURT

(Street)

RICHMOND, VA 23226

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

BRINKS CO [BCO]

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

07/14/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP, Chief Financial Officer

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

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)
Common Stock	07/14/2016		P ⁽¹⁾	16,744 A	\$ 29.86	16,744	D
Common Stock	07/14/2016		A	4,714 ⁽²⁾ A	\$ 29.16	21,458 ⁽³⁾	D

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)

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 29.86	07/14/2016		A	84,985	⁽⁴⁾ 07/14/2022	Common Stock 84,985

Reporting Owners

Reporting Owner Name / Address	Relationships
DOMANICO RONALD JAMES 1801 BAYBERRY COURT RICHMOND, VA 23226	Director 10% Owner Officer EVP, Chief Financial Officer

Signatures

/s/Cariann D. Fisher,
Attorney-in-Fact 07/14/2016

__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).
- (1) Represents a private, negotiated transaction between the Issuer and the Reporting Person at a price per share equal to the closing price of the Company's common stock on the date of purchase.
Each Restricted Stock Unit represents a right to receive, subject to the terms and conditions of the 2013 Equity Incentive Plan and a
- (2) Restricted Stock units Award Agreement, one share of the Company's common stock subject to vesting in three equal annual installments, beginning in February 2017.
- (3) Includes 4,714 Restricted Stock Units that have not yet vested.
The options vest on July 14, 2019, the third anniversary of the grant date, as follows: if the average closing stock price over any 15
- (4) consecutive trading days between the grant date and the third anniversary was at least (a) \$37.33, 1/3 of the options will vest; (b) \$44.79, an additional 1/3 of the options will vest; and (c) \$47.78, the final 1/3 of the options will vest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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