

Herling Michael J
 Form 4
 May 08, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Herling Michael J

(Last) (First) (Middle)

1801 BAYBERRY COURT, P.O.
 BOX 18100

(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)
 05/04/2018

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 05/05/2018 | | M ⁽¹⁾ | 1,809 A 2 | 5,523 | 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)

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| 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Deferred Stock Units | <u>(3)</u> | 05/04/2018 | | A | 1,679 | <u>(3)</u> <u>(3)</u> | Common Stock | 1,679 |
| Deferred Stock Units | <u>(2)</u> | 05/05/2018 | | M | 1,809 | <u>(5)</u> <u>(5)</u> | Common Stock | 1,809 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Herling Michael J 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226 | X | | | |

Signatures

/s/Cariann D. Fisher,
Attorney-in-Fact

05/08/2018

 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).

Represents the conversion upon vesting of Deferred Stock Units ("DSUs") into The Brink's Company (the "Company") Common Stock.

(1) On May 5, 2018, 1,809 DSUs, which were granted to the Reporting Person on May 5, 2017, vested. Such DSUs were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on May 9, 2017.

(2) Each DSU represents the right to receive, at settlement, one share of Company Common Stock.

Subject to the terms and conditions of the 2017 Equity Incentive Plan and a Deferred Stock Units Award Agreement (the "Award Agreement"), the Reporting Person has been granted Deferred Stock Units ("DSUs") that vest upon the earlier of: (1) the one year anniversary of the grant date; and (2) the following year's annual meeting of shareholders, but in any event the DSUs shall not have a

(3) vesting period of less than six months. The vesting accelerates upon a change in control of The Brink's Company (the "Company"). The DSUs will be settled in Company common stock on a one-for-one basis upon vesting. Pursuant to terms of the Award Agreement, the DSUs will be forfeited if the director ceases to serve as a member of the Board of Directors of the Company prior to the expiration of the vesting period.

Includes 21,539 DSUs that have vested and will be settled in Company common stock on a one-for-one basis, pursuant to the applicable terms of the Reporting Person's deferral election, either six months following the Reporting Person's termination of service from the Board of Directors of the Company or on a future date selected by the Reporting Person at the time of his deferral election.

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(5) This Deferred Stock Unit award was granted on May 5, 2017 and vested in full on May 5, 2018.

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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