RITTER ROBERT T

Form 4 May 01, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * RITTER ROBERT T

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

BRINKS CO [BCO]

(Check all applicable)

(First) (Middle) (Last)

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

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

6. Individual or Joint/Group Filing(Check

(Instr. 4)

1801 BAYBERRY COURT, P.O.

(Street)

04/30/2007

Vice President and CFO

BOX 18100

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

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

Person

RICHMOND, VA 23226

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

3. Execution Date, if

4. Securities TransactionAcquired (A) or Code Disposed of (D)

(A)

5. Amount of Securities Beneficially

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

(Instr. 4)

SEC 1474

(9-02)

(Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

Following Reported Transaction(s)

Owned

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of 8. Pr Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) any

(e.g., puts, calls, warrants, options, convertible securities)

Deri

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	or l (D) (In:		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Units	(1)	04/30/2007		A		50.98 (1)		<u>(1)</u>	<u>(1)</u>	Common Stock	50.98 (1)	\$ 6
Units	<u>(3)</u>	05/01/2007		A		190.48 (3)		(3)	<u>(3)</u>	Common Stock	190.48 (3)	\$ 6

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RITTER ROBERT T 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226

Vice President and CFO

Signatures

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

05/01/2007

**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).
- The Reporting Person has received a refund of certain amounts contributed to the Company?s 401(k) Plan. Under the terms of the Key (1) Employees? Deferred Compensation Program (the "Program"), this refund is converted into Units representing shares of The Brink?s Company ("BCO") Common Stock and credited to the Reporting Person's account in accordance with the terms of the Program.
- (2) The number of Units credited to the Reporting Person?s account on the Transaction Date is based upon a share price of \$60.32, which is the average trading price of BCO Common Stock for the month of March 2007, calculated in accordance with the terms of the Program.
- Under the terms of the Program, the Reporting Person has chosen to make salary deferrals to an incentive account. On the first business day of each month, the amount of salary deferred to the Reporting Person's account during the previous month, plus any matching amounts, is converted into Units representing shares of BCO Common Stock and credited to the Reporting Person's account in accordance with the terms of the Program.
- (4) The number of Units credited to the Reporting Person?s account on the Transaction Date is based upon a share price of \$63.37, which is the average trading price of BCO Common Stock for the month of April 2007, calculated in accordance with the terms of the Program.

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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