Edgar Filing: Marshall McAlister C II - Form 4

Marshall McAlist Form 4	er C II									
March 05, 2012										
FORM 4			SECU	DITIES			E COMMISSION	т	PPROVAL	
	UNITED	SIAIES						Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								January 31, 2005 average Jirs per . 0.5	
obligations may continue. <i>See</i> Instruction 1(b).	-	a) of the F	Public U	tility Hol	lding Cor		nge Act of 1934, of 1935 or Section 940	on		
(Print or Type Respor	nses)									
1. Name and Address of Reporting Person <u>*</u> Marshall McAlister C II			2. Issuer Name and Ticker or Trading Symbol BRINKS CO [BCO]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (M	Aiddle)	3. Date of	of Earliest T	ransaction		(Check all applicable)			
1801 BAYBERRY COURT, P.O. BOX 18100			(Month/Day/Year) 03/01/2012				Director 10% Owner XOfficer (give title Other (specify below) below) VP and General Counsel			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person				
RICHMOND, V	A 23226						Form filed by Person	More than One R	eporting	
(City) (S	State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	nsaction Date th/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	Code	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or	Transaction(s) (Instr. 3 and 4)			
Reminder: Report on	a separate line	for each cla	ass of sec	urities bene	-		-			
					inforn requii	nation cont red to resp ays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. F
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Der
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	Acquired (or Dispose (D) (Instr. 3, 4 5)	ed of					(Ins
				Code V	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Units	<u>(1)</u>	03/01/2012		А	259.27 (2)		<u>(1)</u>	<u>(1)</u>	Common Stock	259.27 (2)	\$
Units	<u>(1)</u>	03/01/2012		А	1,592.2		<u>(1)</u>	(1)	Common Stock	1,592.2	\$

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Marshall McAlister C II 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226			VP and General Counsel					
Signatures								
/s/ Elizabeth C. Restivo Elizabeth C Attorney-in-Fact	C. Restivo,		03/05/2	2012				

**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 Key Employees' Deferred Compensation Program (the "Program"), the Reporting Person has chosen to make deferrals to an incentive account. These deferrals, plus amounts matched by The Brink's Company ("BCO") and amounts credited for

dividend payments, will settle in BCO common stock on a one-for-one basis following the Reporting Person's termination of employment with BCO, subject to and in accordance with the terms of the Program.

On the first business day of each month, salary deferred to the Reporting Person's account during the previous month, plus any matching(2) 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.

(3) The number of Units credited to the Reporting Person's account on the Transaction Date is based upon a share price of \$24.62, which is the average trading price of BCO common stock for the month of February 2012, calculated in accordance with the terms of the Program.

Under the terms of the Program, the Reporting Person has chosen to defer a portion of the annual award payable to him under the Key(4) Employees Incentive Plan to an incentive account. Such deferral, 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.

(5) Includes 62.67 Units representing shares of BCO common stock that were credited to the Reporting Person's account under the Program as a result of a dividend payment, 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.