

BRINKS CO  
Form 4  
March 03, 2005

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HARTOUGH JAMES B**

(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)  
**03/01/2005**

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)  
**VP - Corp. Fin. and Treasurer**

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   |  |                                   |

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.**

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

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| (Instr. 3) | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) |            | Date<br>Exercisable | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
|------------|------------------------------------|------------------|------------|---|------------|---------------------|--------------------|-----------------|----------------------------------|
|            |                                    |                  |            | Code  | V          |                     |                    |                 |                                  |
| Units      | <u>(1)</u>                         | 03/01/2005       | A          | 27.06   | <u>(1)</u> | <u>(1)</u>          | <u>(1)</u>         | Common<br>Stock | 27.06 <u>(1)</u>                 |
| Units      | <u>(3)</u>                         | 03/02/2005       | A          | 1,482.09<br><u>(3)</u>  | <u>(3)</u> | <u>(3)</u>          | <u>(3)</u>         | Common<br>Stock | 1,482.09<br><u>(3)</u>           |

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| HARTOUGH JAMES B<br>1801 BAYBERRY COURT<br>P.O. BOX 18100<br>RICHMOND, VA 23226 |               |           | VP - Corp. Fin. and Treasurer |       |

**Signatures**

Elizabeth C. Restivo /s/ Elizabeth C. Restivo, Attorney-in-Fact 03/03/2005

\*\*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).  
Estimation of additional Units representing shares of The Brink's Company Common Stock ("BCO") to be credited to the Reporting Person's account under the Key Employees' Deferred Compensation Program (the "Program") as a result of a dividend payment. The
  - (1) number of additional Units is calculated based on a per share price of \$35.07. As of the end of each fiscal year, all estimated amounts in the Reporting Person's account under the Program are converted into Units representing shares of BCO and credited to the Reporting Person's account in accordance with the terms of the Program.
  - (2) The total number of Units owned following the reported transaction is an estimate of the total number of Units representing shares of BCO in the Reporting Person's account under the Program.
  - (3) Under the terms of the Program, the Reporting Person has chosen to defer a portion of the annual performance award payable to the Reporting Person under the Company's Management Performance Improvement Plan to an incentive account. The number of Units credited to the Reporting Person's account on the Transaction Date as a result of that deferral is an estimate that has been calculated based upon a per share price of \$35.73. As of the end of each fiscal year, all estimated amounts in the Reporting Person's account under the Program are converted into Units representing shares of BCO and credited to the Reporting Person's account 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.