HARTOUGH JAMES B

Form 4

December 05, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

Number:

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SECURITIES

Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

Section 16.

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 * HARTOUGH JAMES B

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First) (Middle) 3. Date of Earliest Transaction

BRINKS CO [BCO]

(Check all applicable) Director

1801 BAYBERRY COURT, P.O.

(Street)

(Month/Day/Year) 12/01/2005

10% Owner X_ Officer (give title Other (specify

below)

below) VP - Corp. Fin. and Treasurer

BOX 18100

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Instr. 8)

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

(Instr. 4)

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)

Execution Date, if

(Month/Day/Year)

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

5. Amount of Securities Beneficially Owned

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

Following Reported

Ownership (Instr. 4)

(A)

(Instr. 3, 4 and 5)

Transaction(s) (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.

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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Securities Code

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Pric **Underlying Securities** Deriva (Instr. 3 and 4)

Securi

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	(A) or Dispose (D)	Disposed of (D) (Instr. 3, 4,					(Instr.
				Code '	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Units	(1)	12/01/2005		A	22.49 (1)		<u>(1)</u>	(1)	Common Stock	22.49 (1)	<u>(1)</u>
Units	<u>(3)</u>	12/02/2005		A	81.19 (3) (4)		(3)	(3)	Common Stock	81.19 (3) (4)	<u>(3)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HARTOUGH JAMES B 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226

VP - Corp. Fin. and Treasurer

Signatures

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

12/05/2005

**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) estimated number of additional Units is calculated based on a per share price of \$47.22. 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.
- Under the terms of the Program, the Reporting Person has chosen to make bi-weekly salary deferrals to an incentive account. As of the end of each fiscal year, amounts deferred to the Reporting Person's account during that fiscal year, plus any matching amounts, are converted into Units representing shares of BCO 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 an estimate based upon trading prices of BCO shares for the two-week period ended December 2, 2005.

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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