

BRINKS CO
Form 4/A
September 05, 2008

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 *
Pirate Capital LLC

(Last) (First) (Middle)

200 CONNECTICUT AVENUE, 4TH FLOOR

(Street)

NORWALK, CT 06854

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BRINKS CO [BCO]

3. Date of Earliest Transaction (Month/Day/Year)
09/02/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
09/04/2008

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| common stock | | | | (A) or (D) Code V Amount (D) Price | 781,474 | I | See footnote ⁽¹⁾ |

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

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SEC 1474 (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. Deemed Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 61.99 | | | | | 01/01/2008 | 07/01/2017 | common stock | 4,000 |
| Brink's Units (DSAP) | (3) | | | | | (3) | (3) | common stock | 0.53 (4) |
| Brink's Units (DSAP) | (5) | | | | | (5) | (5) | common stock | 0.48 (4) |
| Brink's Units (DSAP) | (6) | | | | | (6) | (6) | common stock | 0.45 (4) |
| Brink's Units (DSAP) | (7) | | | | | (7) | (7) | common stock | 0.42 (7) (8) |
| Brink's Units (DSAP) | (9) | | | | | (9) | (9) | common stock | 277.62 (10) |
| Brink's Units (DSAP) | (11) | | | | | (11) | (11) | common stock | 303.49 (1) (10) |
| Deferred Stock Units | (9) | | | | | (9)(12) | (9)(12) | common stock | 1,187 |
| Brink's Units (DSAP) | (13) | 09/02/2008 | | A | 0.83 (14) | (13) | (13) | common stock | 0.83 (14) \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

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- (9) Brink's Units were credited to Mr. Hudson's account under the DSAP as a result of an annual allocation, in accordance with the terms of the DSAP.
- (10) Brink's Units were credited to Mr. Hudson's account under the DSAP as a result of an annual allocation, in accordance with the terms of the DSAP.
- Thomas R. Hudson Jr., as a participant in the Directors' Stock Accumulation Plan (the "DSAP"), will be entitled to receive a distribution in The Brink's Company ("Brink's") common stock in respect of all Brink's Units in Mr. Hudson's account, following termination of service as a non-employee director. The number of Brink's Units credited to Mr. Hudson's account on the Transaction Date is based upon a share price of \$65.90, which is the average trading price of Brink's common stock on June 1, 2007, calculated in accordance with the terms of the DSAP.
- (11)
- (12) Subject to the terms and conditions of the Non-Employee Director's Equity Plan and a Deferred Stock Units Award Agreement, the Reporting Person has been granted Deferred Stock Units with a one year vesting period that accelerates upon a separation from service of a change in control of The Brink's Company (the "Company"). The Deferred Stock Units will be settled in Company common stock following the Reporting Person's termination of service from the Board of Directors of the Company.
- Thomas R. Hudson Jr., as a participant in the Directors' Stock Accumulation Plan (the "DSAP"), will be entitled to receive a distribution in The Brink's Company ("Brink's") common stock in respect of all Brink's Units in Mr. Hudson's account, following termination of service as a non-employee director. The number of Brink's Units credited to Mr. Hudson's account on the Transaction Date is based upon a share price of \$70.25, which is the average trading price of Brink's common stock on September 2, 2008, calculated in accordance with the terms of the DSAP.
- (13)
- (14) Brink's Units were credited to Mr. Hudson's account under the DSAP as a result of a dividend payment, in accordance with the terms of the DSAP.

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