BRINKS CO Form 4 June 10, 2008

### FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction

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 Addr Pirate Capital I	•	ng Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol BRINKS CO [BCO]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction	(Check all applicable)		
200 CONNECTICUT AVENUE			(Month/Day/Year) 06/09/2008	X Director 10% Owner Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
NORWALK, CT 06854			Filed(Month/Day/Year)	Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	Securit	ties Acqui	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie omr Disposed (Instr. 3, 4	d of (D	<b>)</b> )	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 Indirect Beneficial Ownership (Instr. 4)
common stock	06/09/2008		S	137,050	D	\$ 68.6	1,117,476	I	See footnote 1
common stock	06/10/2008		S	286,002	D	\$ 67.86	831,474	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. DrNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pric Deriva Securi (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Brink's Units (DSAP)	(11)					(11)	<u>(11)</u>	common stock	303.49 (1) (10)	
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)	<u>(5)</u>					<u>(5)</u>	<u>(5)</u>	common stock	0.48 (4)	
Brink's Units (DSAP)	<u>(6)</u>					(6)	<u>(6)</u>	common stock	0.45 (4)	
Brink's Units (DSAP)	<u>(7)</u>					<u>(7)</u>	<u>(7)</u>	common stock	0.42 (7)	
Brink's Units (DSAP)	<u>(9)</u>					(9)	(9)	common stock	277.62 (10)	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Pirate Capital LLC 200 CONNECTICUT AVENUE NORWALK, CT 06854	X						
Hudson Thomas R Jr 200 CONNECTICUT AVENUE	X						

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NORWALK, CT 06854

#### **Signatures**

/s/ Pirate Capital LLC, by Thomas R. Hudson Jr. its Portfolio Manager

06/10/2008

\*\*Signature of Reporting Person

Date

/s/ Thomas R. Hudson Jr.

06/10/2008

\*\*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 securities beneficially owned by the Reporting Persons are held directly by Jolly Roger Offshore Fund LTD, an investment fund for which Pirate Capital LLC ("Pirate") serves as investment advisor (the "Fund"). Pirate is deemed to be the indirect beneficial owner of

- the securities reported herein by reason of its position as investment advisor of the Fund, and may be deemed to hold a fractional pecuniary interest in such shares. Thomas R. Hudson Jr., as the sole manager of Pirate, is also deemed to be the indirect beneficial owner of such securities. The Reporting Persons disclaim beneficial ownership of any and all such securities in excess of their actual pecuniary interest, if any.
- (2) The option is held directly by Mr. Hudson.
  - 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 if, after completing at least
- (3) five years of service as a non-employee director, Mr. Hudson terminates service for any of the reasons described in the DSAP. The number of Brink's Units credited to Mr. Hudson's account on the Transaction Date is based upon a share price of \$57.11, which is the average trading price of Brink's common stock on September 4, 2007, calculated in accordance with the terms of the DSAP.
- (4) 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.
  - 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 if, after completing at least
- (5) five years of service as a non-employee director, Mr. Hudson terminates service for any of the reasons described in the DSAP. The number of Brink's Units credited to Mr. Hudson's account on the Transaction Date is based upon a share price of \$62.96, which is the average trading price of Brink's common stock on December 3, 2007, calculated 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 if, after completing at least
- (6) five years of service as a non-employee director, Mr. Hudson terminates service for any of the reasons described in the DSAP. The number of Brink's Units credited to Mr. Hudson's account on the Transaction Date is based upon a share price of \$67.57, which is the average trading price of Brink's common stock on March 3, 2008, calculated 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 if, after completing at least
- (7) five years of service as a non-employee director, Mr. Hudson terminates service for any of the reasons described in the DSAP. The number of Brink's Units credited to Mr. Hudson's account on the Transaction Date is based upon a share price of \$72.04, which is the average trading price of Brink's common stock on June 2, 2008, calculated in accordance with the terms of the DSAP.
- (8) 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.
- (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.
- (11) 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 if, after completing at least five years of service as a non-employee director, Mr. Hudson terminates service for any of the reasons described in the DSAP. 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

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average trading price of Brink's common stock on June 1, 2007, calculated in accordance with the terms of the DSAP.

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.