

DAN MICHAEL T
Form 4
December 01, 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 *
DAN MICHAEL T

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1801 BAYBERRY COURT, P.O.
BOX 18100

3. Date of Earliest Transaction
(Month/Day/Year)
11/29/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

(Street)
RICHMOND, VA 23226

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/29/2005		M		50,000	A	\$ 19.06
Common Stock	11/29/2005		M		84,200	A	\$ 13.66
Common Stock	11/30/2005		M		65,800	A	\$ 13.66
Common Stock	11/30/2005		M		170,000	A	\$ 21.6
Common Stock	11/29/2005		S		134,200	D	\$ 46
	11/30/2005		S		234,800	D	\$ 46

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Common
Stock

Common Stock 11/30/2005 S 1,000 D \$ 46.02 113,657.4056 D

Common Stock 1,931 I 401(k)
Plan

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

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(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 (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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 19.06	11/29/2005		M	50,000	<u>(1)</u> 02/03/2006	Common Stock 50,000
Employee Stock Option (Right to Buy)	\$ 13.66	11/29/2005		M	84,200	<u>(3)</u> 07/13/2006	Common Stock 84,200
Employee Stock Option (Right to Buy)	\$ 13.66	11/30/2005		M	65,800	<u>(3)</u> 07/13/2006	Common Stock 65,800
Employee Stock Option (Right to Buy)	\$ 21.6	11/30/2005		M	170,000	<u>(4)</u> 07/12/2007	Common Stock 170,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAN MICHAEL T 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226	X			Chairman, President and CEO

Signatures

/s/ Elizabeth C. Restivo, Elizabeth C. Restivo, Attorney-in-Fact	12/01/2005
**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).
- (1) The option vested in three installments as follows: 16,667 shares on February 3, 2001, 16,667 shares on February 3, 2002 and 16,666 shares on February 3, 2003.
 - (2) Not applicable.
 - (3) The option vested in three equal installments on July 13, 2001, 2002 and 2003.
 - (4) The option vested in three installments as follows: 56,667 shares on July 12, 2002, 56,667 shares on July 12, 2003 and 56,666 shares on July 12, 2004.

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.