

BRINKS CO
Form 4
August 11, 2016

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 *
Zukerman Amit

(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)

08/10/2016

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)

Executive Vice President

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/10/2016		M		6,375	A	\$ 31.47
							\$ 33,177 ⁽¹⁾
Common Stock	08/10/2016		S		5,562	D	\$ 36.69
							\$ 27,615 ⁽²⁾
Common Stock	08/10/2016		M		7,921	A	\$ 22.57
							\$ 35,536 ⁽¹⁾
Common Stock	08/10/2016		S		4,956	D	\$ 36.69
							\$ 30,580 ⁽⁵⁾

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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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 31.47	08/10/2016		M	6,375	<u>(6)</u> 07/07/2017	Common Stock	6,375
Employee Stock Option (Right to Buy)	\$ 22.57	08/10/2016		M	7,921	<u>(8)</u> 07/11/2018	Common Stock	7,921

Reporting Owners

Reporting Owner Name / Address	Relationships
Zukerman Amit 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226	Director 10% Owner Officer Other Executive Vice President

Signatures

/s/ Lindsay K. Blackwood, Lindsay K. Blackwood,
Attorney-in-Fact

08/11/2016

__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) Includes Restricted Stock Units that have not yet vested.
- (2) Weighted average of sale prices, which ranged from \$36.61 to \$36.79. The Reporting Person undertakes to provide upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(3) Includes Restricted Stock Units that have not yet vested as well as 813 shares of The Brink's Company ("BCO") common stock, purchased with the proceeds of the sale of 5,562 shares of BCO common stock referenced in column 4. This transaction was the result of an exercise of 6,375 options, due to expire on July 7, 2017. *See* Table II and related footnotes.

- (4) Weighted average of sale prices, which ranged from \$36.63 to \$36.78. The Reporting Person undertakes to provide upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(5) Includes Restricted Stock Units that have not yet vested as well as 2,965 shares of The Brink's Company ("BCO") common stock, purchased with the proceeds of the sale of 4,956 shares of BCO common stock referenced in column 4. This transaction was the result of an exercise of 7,921 options, due to expire on July 11, 2018. *See* Table II and related footnotes.

(6) The options became exercisable in three equal annual installments on July 7, 2012, 2013 and 2014.

(7) The Reporting Person held unvested options for a total of 95,907 shares as of August 10, 2016, following the Reported Transactions.

(8) The options became exercisable as follows: 3,961 on July 11, 2014 and 3,960 on July 11, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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