

BRINKS CO
Form 4
June 03, 2008

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 *
Pirate Capital LLC

(Last) (First) (Middle)
200 CONNECTICUT AVENUE
(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)
06/02/2008

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)

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) Price | 1,823,856 | I | See footnote 1 (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. Title | 9. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------|-------------------------------|
| Brink's Units (DSAP) | (2) | | | | | (2) (2) | common stock | 303.49 (2) (3) | |
| Stock Option (Right to Buy) | \$ 61.99 | | | | | 01/01/2008 07/01/2017 | common stock | 4,000 | |
| Brink's Units (DSAP) | (5) | | | | | (5) (5) | common stock | 0.53 (6) | |
| Brink's Units (DSAP) | (7) | | | | | (7) (7) | common stock | 0.48 (6) | |
| Brink's Units (DSAP) | (8) | | | | | (8) (8) | common stock | 0.45 (6) | |
| Brink's Units (DSAP) | (9) | 06/02/2008 | | A | 0.42 | (9) (9) | common stock | 0.42 (9) (10) | |
| Brink's Units (DSAP) | (9) | 06/02/2008 | | A | 277.62 | (9) (9) | common stock | 277.62 (9) (11) | |

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 NORWALK, CT 06854 | X | | | |

Signatures

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

06/03/2008

__Signature of Reporting Person

Date

/s/ Thomas R. Hudson Jr.

06/03/2008

__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).

(1) The securities beneficially owned by the Reporting Persons are held directly by Jolly Roger Offshore Fund LTD and Jolly Roger Activist Portfolio Company LTD, investment funds for which Pirate Capital LLC ("Pirate") serves as investment advisor (collectively, the "Funds"). Pirate is deemed to be the indirect beneficial owner of the securities reported herein by reason of its position as general partner or investment advisor, as applicable, of the Funds, 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) 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 average trading price of Brink's common stock on June 1, 2007, calculated in accordance with the terms of the DSAP.

(3) 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.

(4) The option is held directly by Mr. Hudson.

(5) 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 \$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.

(6) 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.

(7) 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 \$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.

(8) 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 \$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.

(9) 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 \$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.

(10) 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.

(11) 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.

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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