

BRINKS CO  
Form 3  
December 10, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL  
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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement  | 3. Issuer Name and Ticker or Trading Symbol |   |
| Â Beech Michael F                         |         | (Month/Day/Year)  | BRINKS CO [BCO]                             |   |
| (Last)                                    | (First) | 12/01/2014  |   |   |
| 1801 BAYBERRY COURT,Â P.O. BOX 18100      |         | 4. Relationship of Reporting Person(s) to Issuer  |   | 5. If Amendment, Date Original Filed(Month/Day/Year)  |
| (Street)                                  |         | (Check all applicable)  |   |   |
| RICHMOND,Â VAÂ 23226                      |         | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>Executive Vice President |   | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
| (City)                                    | (State) | (Zip)   |   |   |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 6,636 <sup>(1)</sup>                                  | D  | Â   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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|                                      | Date Exercisable | Expiration Date |              | Amount or Number of Shares |          | or Indirect (I) (Instr. 5) |   |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Employee Stock Option (Right to Buy) | Â (2)            | 07/07/2017      | Common Stock | 3,400                      | \$ 31.47 | D                          | Â |
| Employee Stock Option (Right to Buy) | Â (3)            | 07/11/2018      | Common Stock | 7,922                      | \$ 22.57 | D                          | Â |
| Market Share Units                   | Â (4)            | Â (4)           | Common Stock | (5)                        | \$ (5)   | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| Beech Michael F<br>1801 BAYBERRY COURT<br>P.O. BOX 18100<br>RICHMOND, VA 23226 | Â             | Â         | Â Executive Vice President | Â     |

## Signatures

/s/ Michael F. Beech 12/10/2014

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 4,145 restricted stock units that have not yet vested.
- (2) 1,134 options became exercisable on July 7, 2012, and 1,133 options became exercisable on each of July 7, 2013 and 2014.
- (3) 2,641 options became exercisable on each of July 11, 2013 and 2014 and 2,640 options will become exercisable on July 11, 2015.
- (4) Under the terms of the Market Share Units Award Agreements, the units will become earned and payable, if at all, upon the Compensation and Benefits Committee's determination of the amount of shares of Company common stock payable pursuant to each outstanding Market Share Unit.  
  
The Reporting Person holds a total of 4,107 Market Share Units, each of which represents a right to receive, subject to the terms and conditions of the 2013 Equity Incentive Plan and a Market Share Units Award Agreement, a minimum of 0 shares and a maximum of up to 1.5 shares of the Company's common stock, based on the average closing stock price for the twenty trading days leading up to and including December 31, 2015, as compared to the average closing stock price for the twenty trading days leading up to and including December 31, 2012 for 2,082 of the Reporting Person's outstanding Market Share Units, and based on the average closing stock price for the twenty trading days leading up to and including December 31, 2016, as compared to the average closing stock price for the twenty trading days leading up to and including December 31, 2013 for 2,025 of the Reporting Person's outstanding Market Share Units.

Â  
**Remarks:**  
 EXHIBITÂ LIST

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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