

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| 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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person* <u>Herling Michael J</u> (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 <u>BRINKS CO [BCO]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 05/04/2018 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|-------------------------------------------------------------------|------------|-------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 05/05/2018 | | M ⁽¹⁾ | | 1,809 | A | (2) | 5,523 | D | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|----------------------------------------------------------------------------------------|-----|----------------------------------------------------------|-----------------|-----------------------------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|-----------------------------------------------------------|--------------------------------------------------------|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Deferred Stock Units | (3) | 05/04/2018 | | A | | 1,679 | | (3) | (3) | Common Stock | 1,679 | \$0.00 | 25,027 ⁽⁴⁾ | D | |
| Deferred Stock Units | (2) | 05/05/2018 | | M | | 1,809 | | (5) | (5) | Common Stock | 1,809 | \$0.00 | 23,218 ⁽⁴⁾ | D | |

Explanation of Responses:

- Represents the conversion upon vesting of Deferred Stock Units ("DSUs") into The Brink's Company (the "Company") Common Stock. On May 5, 2018, 1,809 DSUs, which were granted to the Reporting Person on May 5, 2017, vested. Such DSUs were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on May 9, 2017.
- Each DSU represents the right to receive, at settlement, one share of Company Common Stock.
- Subject to the terms and conditions of the 2017 Equity Incentive Plan and a Deferred Stock Units Award Agreement (the "Award Agreement"), the Reporting Person has been granted Deferred Stock Units ("DSUs") that vest upon the earlier of: (1) the one year anniversary of the grant date; and (2) the following year's annual meeting of shareholders, but in any event the DSUs shall not have a vesting period of less than six months. The vesting accelerates upon a change in control of The Brink's Company (the "Company"). The DSUs will be settled in Company common stock on a one-for-one basis upon vesting. Pursuant to terms of the Award Agreement, the DSUs will be forfeited if the director ceases to serve as a member of the Board of Directors of the Company prior to the expiration of the vesting period.
- Includes 21,539 DSUs that have vested and will be settled in Company common stock on a one-for-one basis, pursuant to the applicable terms of the Reporting Person's deferral election, either six months following the Reporting Person's termination of service from the Board of Directors of the Company or on a future date selected by the Reporting Person at the time of his deferral election.
- This Deferred Stock Unit award was granted on May 5, 2017 and vested in full on May 5, 2018.

Remarks:

/s/Cariann D. Fisher, Attorney-in-Fact 05/08/2018

** Signature of Reporting Person Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.