SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* **LENNON FRANK 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) 02/24/2006	Director	10% Owner
		X Officer (give title below)	Other (specify below)
		VP & Chief Admin. Officer	

(Street) RICHMOND VA 23226	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(City) (State) (Zip)		X 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			

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	Amount or Number of Shares				
Units	(1)	02/24/2006		A		84.91[1][2]		(1)	(1)	Common Stock	84.91[1][2]	(1)	74,330.16[3][4]	D	

Explanation of Responses:

1. Under the terms of the Key Employees' Deferred Compensation Program (the "Program"), the Reporting Person has chosen to make bi-weekly salary deferrals to an incentive account. As of the end of each fiscal year, the amount of salary deferred to the Reporting Person?s account during that fiscal year, plus any matching amounts, is converted into Units representing shares of The Brink?s Company Common Stock ("BCO") and credited to the Reporting Person's account in accordance with the terms of the Program.

2. The number of Units credited to the Reporting Person?s account on the Transaction Date is an estimate based upon trading prices of BCO shares for the two-week period ended February 24, 2006.

3. The total number of Units owned following the reported transaction is an estimate of the total number of Units representing shares of BCO in the Reporting Person's account under the Program.

4. This total has been adjusted to correct an error in data used previously to calculate total.

Remarks:

Elizabeth C. Restivo /s/
Elizabeth C. Restivo, Attorney-in-Fact   02/28/2006

** Signature of Reporting Person   Date