

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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 * <u>Dziedzic Joseph W</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Exec Vice Pres and CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/15/2016</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	06/15/2016		M		40,000 ⁽¹⁾	A	\$19.05	122,559 ⁽²⁾	D	
Common Stock	06/15/2016		F		32,832 ⁽¹⁾	D	\$28.98	89,727 ⁽³⁾	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
Employee Stock Option (Right to Buy)	\$19.05	06/15/2016		M			40,000	(4)	07/08/2016	Common Stock	40,000	\$0.00	0 ⁽⁵⁾	D	

Explanation of Responses:

- Reflects the exercise of 40,000 options held since the grant date of July 8, 2010 and due to expire on July 8, 2016. As a result of this transaction, Mr. Dziedzic owns an additional 7,168 shares of the Company's common stock and received no cash proceeds from the exercise of the options. 32,832 shares were withheld by the Issuer at a market price of \$28.98 per share to fund the exercise price and related taxes.
- Includes Restricted Stock Units that have not yet vested.
- Includes Restricted Stock Units that have not yet vested as well as 7,168 shares of the Company's common stock acquired as a result of the exercise of 40,000 options, due to expire on July 8, 2016. See Table II and related footnotes.
- The options vested in three installments as follows: 13,334 shares on July 8, 2011, 13,333 shares on July 8, 2012, and 13,333 shares on July 8, 2013.
- The Reporting Person held options (vested) for a total of 82,029 shares as of June 15, 2016, following the Reported Transactions.

Remarks:

/s/Lindsay K. Blackwood, 06/17/2016
Attorney-in-Fact
 ** 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.

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