

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

The Brink's Company  
(Exact name of registrant as specified in its charter)

VIRGINIA  
(State or other jurisdiction  
of incorporation or organization)

54-1317776  
(I.R.S. Employer  
Identification No.)

1801 Bayberry Court  
P. O. Box 18100  
Richmond, Virginia 23226-8100  
(Address of principal executive offices)

1994 Employee Stock Purchase Plan of The Brink's Company  
(Full title of the plan)

AUSTIN F. REED  
Vice President, General Counsel and Secretary  
The Brink's Company  
1801 Bayberry Court  
P. O. Box 18100  
Richmond, Virginia 23226-8100  
(804) 289-9600  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

With a copy to:

Louanna O. Heuhsen, Esquire  
Hunton & Williams  
Riverfront Plaza, East Tower  
951 East Byrd Street  
Richmond, Virginia 23219  
(804) 788-8200

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
1994 Employee Stock Purchase Plan of The Brink's Company				
The Brink's Company Common Stock, par value \$1.00 per share (including associated Rights)	500,000 shares	\$31.93*	\$15,965,000	\$2,022.77

(\*) Calculated pursuant to Rule 457(c) of the Securities Act of 1933, as amended (the "Securities Act"), based on the average of the high and low prices on the New York Stock Exchange on November 1, 2004, as reported in the Wall Street Journal.

Pursuant to Rule 429 under the Securities Act, the prospectus related to shares of The Brink's Company Common Stock registered pursuant to this Registration Statement also relates to shares registered pursuant to Registration Statement No. 33-53565 and Post-Effective Amendment No. 1 thereto and Registration Statement No. 333-78631 and Post-Effective Amendment No. 1 thereto.

To the extent that they relate to the 1994 Employee Stock Purchase Plan of The Brink's Company, the contents of Registration Statement No. 33-53565, Post-Effective Amendment No. 1 thereto, Registration Statement No. 333-78631 and Post-Effective Amendment No. 1 thereto are incorporated by reference herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Company with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are hereby incorporated by reference into this Registration Statement:

(a) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2003;

(b) The 1994 Employee Stock Purchase Plan's Annual Report on Form 11-K for the fiscal year ended December 31, 2003;

(c) The Company's Quarterly Report on Form 10-Q for the period ended March 31, 2004;

(d) The Company's Quarterly Report on Form 10-Q for the period ended June 30, 2004; and

(e) The Company's Quarterly Report on Form 10-Q for the period ended September 30, 2004.

Additionally incorporated by reference into this Registration Statement is the Description of Common Stock, attached as Exhibit 1 to the Company's Registration Statement on Form 8-A filed with the Commission as of December 4, 1995 (Commission File No. 1-9148).

In addition to the foregoing, all documents subsequently filed by (i) the Company and (ii) the 1994 Employee Stock Purchase Plan pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities registered hereunder have been issued or which deregisters all securities offered then remaining unsold, shall be deemed incorporated by reference into this Registration Statement and to be a part hereof from the date of the filing of such documents. Any statement, including financial statements, contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel.

Certain legal matters regarding shares of Common Stock will be passed upon for the Company by Austin F. Reed, Vice President, General Counsel and Secretary of the Company. Mr. Reed beneficially owns 123,441 shares of Common Stock and stock units.

Item 8. Exhibits.

The following exhibits are filed as part of this Registration Statement:

Exhibit No.

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- 4 1994 Employee Stock Purchase Plan of The Brink's Company, as amended and restated as of March 12, 2004 (incorporated by reference to Exhibit A of the Proxy Statement for The Brink's Company 2004 Annual Meeting of Shareholders).
- 5 Opinion of Austin F. Reed, Esq., regarding Common Stock.
- 23.1 Consent of Austin F. Reed, Esq. (included as part of Exhibit 5 to this Registration Statement).
- 23.2 Consent of Independent Auditors.
- 24 Powers of Attorney.

SIGNATURES

The Registrant

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Richmond, Commonwealth of Virginia, on the 5th day of November, 2004.

THE BRINK'S COMPANY

By: /s/ Austin F. Reed

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Austin F. Reed  
Vice President, General Counsel  
and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature -----	Title -----	Date -----
/s/ Michael T. Dan ----- Michael T. Dan	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	November 5, 2004
/s/ Robert T. Ritter ----- Robert T. Ritter	Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	November 5, 2004
* ----- Roger G. Ackerman	Director	November 5, 2004
* ----- Betty C. Alewine	Director	November 5, 2004
* ----- James R. Barker	Director	November 5, 2004
* ----- Marc C. Breslawsky	Director	November 5, 2004
* ----- James L. Broadhead	Director	November 5, 2004
* ----- Gerald Grinstein	Director	November 5, 2004
* ----- Ronald M. Gross	Director	November 5, 2004
* ----- Carl S. Sloane	Director	November 5, 2004
* ----- Ronald L. Turner	Director	November 5, 2004

\*By: /s/ Austin F. Reed  
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Austin F. Reed, Attorney-in-Fact

EXHIBIT INDEX

Exhibit No.  
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- 24 Powers of Attorney.

[The Brink's Company Letterhead]

November 5, 2004

The Brink's Company  
1801 Bayberry Court  
P. O. Box 18100  
Richmond, VA 23226-8100

Registration Statement on Form S-8  
1994 Employee Stock Purchase Plan of The Brink's Company  
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Ladies and Gentlemen:

As General Counsel of The Brink's Company (the "Company"), I have acted as counsel to the Company in connection with the Registration Statement on Form S-8 for the 1994 Employee Stock Purchase Plan of The Brink's Company (the "1994 Stock Purchase Plan") being filed under the Securities Act of 1933, as amended (the "Act"), on or about the date of this letter to register 500,000 additional shares of The Brink's Company Common Stock, par value \$1.00 per share, including associated Rights ("Common Stock"), which may be issued from time to time pursuant to the 1994 Stock Purchase Plan.

I am familiar with the Registration Statement and the Exhibits thereto. I, or attorneys under my supervision, have also examined originals or copies, certified or otherwise, of such other documents, evidence of corporate action and instruments, as I have deemed necessary or advisable for the purpose of rendering this opinion. As to questions of fact relevant to this opinion, I have relied upon certificates or written statements from officers and other appropriate representatives of the Company and its subsidiaries or public officials. In all such examinations I have assumed the genuineness of all signatures, the authority to sign and the authenticity of all documents submitted to me as originals. I have also assumed the conformity to the original of all documents submitted to me as copies.

Based upon and subject to the foregoing, I am of the opinion that:

1. The Company is a corporation duly incorporated, validly existing and in good standing under the laws of the Commonwealth of Virginia.
2. The shares of Common Stock have been duly authorized and, when offered and sold as described in the Registration Statement, will be legally issued, fully paid and nonassessable.



I hereby consent to the use of my name in the Registration Statement and to the filing, as an exhibit to the Registration Statement, of this opinion. In giving this consent, I do not hereby admit that I am in the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations of the Securities and Exchange Commission.

Very truly yours,

/s/ Austin F. Reed

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Austin F. Reed  
Vice President, General Counsel and Secretary

## Consent of Independent Registered Public Accounting Firm

The Board of Directors  
The Brink's Company:

We consent to the use of our reports dated February 4, 2004, with respect to the consolidated balance sheets of the Brink's Company as of December 31, 2003 and 2002, and the related consolidated statements of operations, comprehensive income (loss), shareholders' equity and cash flows for each of the years in the three-year period ended December 31, 2003, and the related financial statement schedule incorporated by reference in the registration statements (No. 33-53565 and Post-Effective Amendment No. 1 thereto and 333-78631 and Post-Effective Amendment No. 1 thereto) on Form S-8 of The Brink's Company, which reports appear in the 2003 Annual Report on Form 10-K of The Brink's Company. Our reports refer to a change in accounting for goodwill and other intangibles.

We also consent to the use of our report dated March 12, 2004, relating to the statements of financial condition of the 1994 Employee Stock Purchase Plan of The Brink's Company as of December 31, 2003 and 2002, and the related statements of income and changes in plan equity for each of the years in the three-year period ended December 31, 2003 incorporated by reference in the registration statement (No. 33-53565 and Post-Effective Amendment No. 1 thereto and 333-78631 and Post-Effective Amendment No. 1 thereto) on Form S-8 of The Brink's Company, which report appears in the 2003 Annual Report on Form 11-K of the 1994 Employee Stock Purchase Plan of The Brink's Company.

/s/ KPMG

Richmond, Virginia  
November 5, 2004

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned does hereby constitute and appoint Michael T. Dan, Austin F. Reed and Robert T. Ritter, and each of them (with full power of substitution), his true and lawful attorney-in-fact and agent to do any and all acts and things and to execute any and all instruments which, with the advice of counsel, any of said attorneys and agents may deem necessary or advisable to enable The Brink's Company, a Virginia corporation (the "Company"), to comply with the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, in connection with the preparation and filing of the Company's Registration Statement on Form S-8 relating to the 1994 Employee Stock Purchase Plan of The Brink's Company (the "Form S-8"), including specifically, but without limitation, power and authority to sign his name as an officer and/or director of the Company, as the case may be, to the Form S-8 or any amendments thereto; and the undersigned does hereby ratify and confirm all that said attorneys shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 9th day of July, 2004.

/s/ Roger G. Ackerman

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Roger G. Ackerman

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned does hereby constitute and appoint Michael T. Dan, Austin F. Reed and Robert T. Ritter, and each of them (with full power of substitution), her true and lawful attorney-in-fact and agent to do any and all acts and things and to execute any and all instruments which, with the advice of counsel, any of said attorneys and agents may deem necessary or advisable to enable The Brink's Company, a Virginia corporation (the "Company"), to comply with the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission in respect thereof, in connection with the preparation and filing of the Company's Registration Statement on Form S-8 relating to the 1994 Employee Stock Purchase Plan of The Brink's Company (the "Form S-8"), including specifically, but without limitation, power and authority to sign her name as an officer and/or director of the Company, as the case may be, to the Form S-8 or any amendments thereto; and the undersigned does hereby ratify and confirm all that said attorneys shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 9th day of July, 2004.

/s/ Betty C. Alewine

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Betty C. Alewine

POWER OF ATTORNEY

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IN WITNESS WHEREOF, I have hereunto set my hand this 9th day of July, 2004.

/s/ Marc C. Breslawsky

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Marc C. Breslawsky

POWER OF ATTORNEY

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IN WITNESS WHEREOF, I have hereunto set my hand this 9 day of July, 2004.

/s/ James L. Broadhead

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James L. Broadhead

POWER OF ATTORNEY

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IN WITNESS WHEREOF, I have hereunto set my hand this 9th day of July, 2004.

/s/ Gerald Grinstein

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Gerald Grinstein

POWER OF ATTORNEY

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IN WITNESS WHEREOF, I have hereunto set my hand this 9th day of July, 2004.

/s/ Ronald M. Gross

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Ronald M. Gross



POWER OF ATTORNEY

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IN WITNESS WHEREOF, I have hereunto set my hand this 9th day of July, 2004.

/s/ Carl S. Sloane

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Carl S. Sloane

POWER OF ATTORNEY

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IN WITNESS WHEREOF, I have hereunto set my hand this 9th day of July, 2004.

/s/ Ronald L. Turner

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Ronald L. Turner