

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Shemanski Raphael J.</u> (Last) (First) (Middle) 555 DIVIDEND DRIVE (Street) COPPELL TX 75019 (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) SVP
	3. Date of Earliest Transaction (Month/Day/Year) 02/20/2020	
		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	02/20/2020		A		4,988 ⁽¹⁾	A	\$0.00	55,423 ⁽²⁾	D	
Common Stock	02/20/2020		A		801 ⁽³⁾	A	\$0.00	56,224 ⁽²⁾	D	
Common Stock	02/20/2020		A		3,299 ⁽⁴⁾	A	\$0.00	59,523 ⁽⁵⁾	D	
Common Stock	02/21/2020		F		323 ⁽⁶⁾	D	\$84.09	59,200 ⁽⁷⁾	D	
Common Stock	02/22/2020		F		306 ⁽⁸⁾	D	\$84.09	58,894 ⁽⁹⁾	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 Options (Right to Buy)	\$84.52	02/20/2020		A		13,002		(10)	02/20/2026	Common Stock	13,002	\$0.00	13,002	D	

Explanation of Responses:

- Represents internal metric performance share units granted in February 2017, for which the performance and vesting periods ended December 31, 2019, and for which the settlement date was February 20, 2020.
- Includes Restricted Stock Units that have not yet vested and shares that will be withheld to satisfy tax withholding obligations for the reporting person on the date that the performance share units are paid to the reporting person. The shares withheld will be reported on a subsequent filing.
- Represents relative total shareholder return performance share units granted in February 2017, for which the performance period ended December 31, 2019, and for which the settlement date was February 20, 2020.
- Each Restricted Stock Unit represents a right to receive, subject to the terms and conditions of the 2017 Equity Incentive Plan and a Restricted Stock Units Award Agreement, one share of the Company's common stock subject to vesting in three annual installments, beginning in February 2021.
- Includes 9,585 Restricted Stock Units that have not yet vested and shares that will be withheld to satisfy tax withholding obligations for the reporting person on the date that the performance share units are paid to the reporting person. The shares withheld will be reported on a subsequent filing.
- The Company withheld shares of common stock to satisfy the tax withholding obligation for the Reporting Person's Restricted Stock Units that vested on February 21, 2020.
- Includes 8,411 Restricted Stock Units that have not yet vested and shares that will be withheld to satisfy tax withholding obligations for the reporting person on the date that the performance share units are paid to the reporting person. The shares withheld will be reported on a subsequent filing.
- The Company withheld shares of common stock to satisfy the tax withholding obligation for the Reporting Person's Restricted Stock Units that vested on February 22, 2020.
- Includes 7,143 Restricted Stock Units that have not yet vested and shares that will be withheld to satisfy tax withholding obligations for the reporting person on the date that the performance share units are paid to the reporting person. The shares withheld will be reported on a subsequent filing.
- The options vest on the third anniversary of the grant date, February 20, 2023.

Remarks:

/s/Lindsay K. Blackwood
Lindsay K. Blackwood, 02/24/2020
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.

