GROSS RONALD M

Form 4 March 03, 2005

FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **GROSS RONALD M**

(First)

(Middle)

1801 BAYBERRY COURT, P.O.

BOX 18100

(Street)

4. If Amendment, Date Original

03/01/2005

Symbol

Filed(Month/Day/Year)

(Month/Day/Year)

BRINKS CO [BCO]

3. Date of Earliest Transaction

RICHMOND, VA 23226-8100

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

(State)

(Zip)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code

Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Code V Amount (D) Price

Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)

5. Amount of Securities (I)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4) (Instr. 4)

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

(A)

or

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 control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Code

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number Transactionof

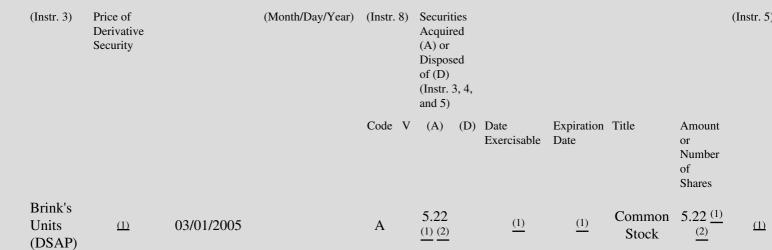
Derivative

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Price **Underlying Securities** (Instr. 3 and 4)

Derivati Security

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Reporting Owners

Reporting Owner Name / Address

Piractor 100/ Owner Office

Director 10% Owner Officer Other

GROSS RONALD M 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226-8100

X

Signatures

/s/ Elizabeth C. Restivo Elizabeth C. Restivo, Attorney-in-Fact

03/03/2005

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).

The number of additional Brink's Units is calculated based on a per share price of \$35.07. The Brink's Units entitle the reporting person to receive a distribution in The Brink's Company common stock in respect of all Brink's Units in the reporting person's account when,

- (1) after completing at least five Years of Service as a Non-Employee Director (as such terms are defined in the Directors? Stock Accumulation Plan (the "Plan")), the reporting person terminates service on the Board of Directors for any of the reasons described in the Plan.
- (2) Additional Brink's Units resulting from a dividend payment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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