

LENNON FRANK T
Form 4
November 23, 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
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LENNON FRANK T

(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

BRINKS CO [BCO]

3. Date of Earliest Transaction
(Month/Day/Year)

11/22/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP & Chief Admin. Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
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		
Common Stock	11/22/2005		M		30,000	A	\$ 21.6	47,417 <u>(1)</u>	D
Common Stock	11/22/2005		M		30,000	A	\$ 21.48	77,417 <u>(1)</u>	D
Common Stock	11/22/2005		M		13,334	A	\$ 15.27	90,751 <u>(1)</u>	D
Common Stock	11/22/2005		S		39,100	D	\$ 45.77	51,651 <u>(1)</u>	D
Common Stock	11/22/2005		S		8,700	D	\$ 45.78	42,951 <u>(1)</u>	D

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Common Stock	11/22/2005	S	6,600	D	\$ 45.79	36,351 ⁽¹⁾	D	
Common Stock	11/22/2005	S	7,634	D	\$ 45.8	28,717 ⁽¹⁾	D	
Common Stock	11/22/2005	S	1,900	D	\$ 45.81	26,817 ⁽¹⁾	D	
Common Stock	11/22/2005	S	200	D	\$ 45.83	26,617 ⁽¹⁾	D	
Common Stock	11/22/2005	S	3,900	D	\$ 45.84	22,717 ⁽¹⁾	D	
Common Stock	11/22/2005	S	900	D	\$ 45.85	21,817 ⁽¹⁾	D	
Common Stock	11/22/2005	S	2,800	D	\$ 45.86	19,017 ⁽¹⁾	D	
Common Stock	11/22/2005	S	1,400	D	\$ 45.89	17,617 ⁽¹⁾	D	
Common Stock	11/22/2005	S	200	D	\$ 45.91	17,417 ⁽¹⁾	D	
Common Stock						611	I	401(k) Plan

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 21.6	11/22/2005		M	30,000	⁽²⁾ 07/12/2007	Common Stock 30,000

Employee Stock Option (Right to Buy)	\$ 21.48	11/22/2005	M	30,000	<u>(4)</u>	07/11/2008	Common Stock	30,000
Employee Stock Option (Right to Buy)	\$ 15.27	11/22/2005	M	13,334	<u>(5)</u>	07/10/2009	Common Stock	13,334

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LENNON FRANK T 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226			VP & Chief Admin. Officer	

Signatures

/s/ McAlister C. Marshall, II McAlister C. Marshall, II,
Attorney-In-Fact

11/23/2005

__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).

- (1) Includes Employee Stock Purchase Plan shares.
- (2) The option vested in three equal installments on July 12, 2002, 2003 and 2004.
- (3) Not applicable.
- (4) The option vested in three equal installments on July 11, 2003, 2004 and 2005.
- (5) The option vested in two equal installments of 6,667 shares on July 10, 2004 and 2005, with 6,666 additional shares scheduled to vest on July 10, 2006.

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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