

Marshall McAlister C II
Form 4
February 26, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Marshall McAlister C II

2. Issuer Name and Ticker or Trading Symbol
BRINKS CO [BCO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1801 BAYBERRY COURT, P.O.
BOX 18100

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Gen Counsel & CAO

(Street)
RICHMOND, VA 23226

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/22/2018		M		13,780 A <u>(1)</u> 80,589 <u>(2)</u>	D	
Common Stock	02/22/2018		A		24,077 <u>(3)</u> A \$ 0 104,666 <u>(2)</u>	D	
Common Stock	02/22/2018		A		2,593 <u>(4)</u> A \$ 0 107,259 <u>(5)</u>	D	
Common Stock	02/24/2018		F		711 <u>(6)</u> D \$ 75.4 106,548 <u>(7)</u>	D	

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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Market Share Units	(1)	02/22/2018		M		(1) (1)	Common Stock	(1)
Employee Stock Options (Right to Buy)	\$ 73.45	02/22/2018		A	10,463	(8) 02/22/2024	Common Stock	10,463

Reporting Owners

Reporting Owner Name / Address	Relationships
Marshall McAlister C II 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226	Director 10% Owner Officer SVP, Gen Counsel & CAO Other

Signatures

/s/Lindsay K. Blackwood Lindsay K. Blackwood,
Attorney-in-Fact

02/26/2018

__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).

- Each market share unit represents the right to receive between 0 and 1.5 shares of common stock, based on the average closing price for
- (1) the twenty trading days leading up to and including December 31, 2017 (\$82.70), as compared to the average closing price for the twenty trading days leading up to and including December 31, 2014 (\$23.19).
 - (2) 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 market share units and performance share units are paid to the reporting person. The shares withheld

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will be reported on a subsequent filing.

- (3) Represents performance share units granted in February 2015, for which the performance period ended December 31, 2017, and for which the settlement date was February 22, 2018.

Each Restricted Stock Unit represents a right to receive, subject to the terms and conditions of the 2017 Equity Incentive Plan and a

- (4) Restricted Stock Units Award Agreement, one share of the Company's common stock subject to vesting in three annual installments, beginning in February 2019.

Includes 12,933 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 market share units and performance share units are paid to the reporting person. The shares withheld will be reported on a subsequent filing.

- (5) 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 24, 2018.

Includes 11,341 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 market share units and performance share units are paid to the reporting person. The shares withheld will be reported on a subsequent filing.

- (6) The options vest on the third anniversary of the grant date, February 22, 2021, if the average closing stock price over any 15 consecutive trading days between the grant date and the third anniversary was at least \$91.81.

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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