

Marshall McAlister C II
Form 4
June 14, 2018

FORM 4

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

OMB APPROVAL

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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

(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)
06/12/2018

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

(Street)

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

RICHMOND, VA 23226

(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 Indirect Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	06/12/2018		M	29,942 (1) A \$ 22.57	119,386 (2)	D	
Common Stock	06/12/2018		S	18,163 (1) D \$ 79.76 (3)	101,223 (4)	D	

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

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SEC 1474 (9-02)

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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)	\$ 22.57	06/12/2018		M	29,942	⁽⁵⁾ 07/11/2018	Common Stock 29,942

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 06/14/2018

__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).
- (1) Reflects the exercise of 29,942 options held since the grant date of July 11, 2012 and due to expire on July 11, 2018. As a result of this transaction, Mr. Marshall owns an additional 11,779 shares of the Company's common stock and received no cash proceeds from the exercise of the options. 18,163 shares were sold at a weighted average market price of \$79.76 per share to fund the exercise price, related taxes and fees.
 - (2) Includes Restricted Stock Units that have not yet vested.
 - (3) Weighted average of sales prices, which ranged from \$79.70 to \$80.35. The Reporting Person undertakes to provide upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
 - (4) Includes Restricted Stock Units that have not yet vested as well as 11,779 shares of the Company's common stock acquired as a result of the exercise of 29,942 options, due to expire on July 11, 2018. See Table II and related footnotes.
 - (5) The options vested in three installments as follows: 9,981 shares on July 11, 2013, 9,981 shares on July 11, 2014, and 9,980 shares on July 11, 2015.

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(6) The Reporting Person held options (unvested) for a total of 24,038 shares as of June 12, 2018, following the Reported Transactions.

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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