

BRINKS CO  
Form 4  
May 15, 2006

**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 \*  
**BARKER JAMES R**

(Last) (First) (Middle)

1801 BAYBERRY COURT, P.O.  
BOX 18100

(Street)

RICHMOND, VA 23226-8100

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/11/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/11/2006		M		1,000 A \$ 29.5	2,682	D
Common Stock	05/11/2006		M		1,000 A \$ 29.81	3,682	D
Common Stock	05/11/2006		M		1,000 A \$ 37.47	4,682	D
Common Stock	05/11/2006		M		1,000 A \$ 26.69	5,682	D
Common Stock	05/11/2006		M		2,517 A \$ 14.13	8,199	D

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Common Stock	05/11/2006	M	2,517	A	\$ 21.89	10,716	D
Common Stock	05/11/2006	M	2,517	A	\$ 23.54	13,233	D
Common Stock	05/11/2006	M	2,517	A	\$ 14.64	15,750	D
Common Stock	05/11/2006	M	2,517	A	\$ 33.8	18,267	D
Common Stock	05/11/2006	M	2,517	A	\$ 36.12	20,784	D
Common Stock	05/11/2006	M	16	A	\$ 19.46	20,800	D
Common Stock	05/11/2006	M	242	A	\$ 43.59	21,042	D
Common Stock	05/11/2006	M	242	A	\$ 31.68	21,284	D
Common Stock	05/11/2006	M	242	A	\$ 19.53	21,526	D
Common Stock	05/11/2006	S	1,500	D	\$ 55.3	20,026	D
Common Stock	05/11/2006	S	400	D	\$ 55.32	19,626	D
Common Stock	05/11/2006	S	1,000	D	\$ 55.33	18,626	D
Common Stock	05/11/2006	S	300	D	\$ 55.34	18,326	D
Common Stock	05/11/2006	S	600	D	\$ 55.35	17,726	D
Common Stock	05/11/2006	S	4,000	D	\$ 55.36	13,726	D
Common Stock	05/11/2006	S	700	D	\$ 55.37	13,026	D
Common Stock	05/11/2006	S	1,800	D	\$ 55.39	11,226	D
Common Stock	05/11/2006	S	3,600	D	\$ 55.4	7,626	D
Common Stock	05/11/2006	S	1,044	D	\$ 55.42	6,582	D
Common Stock	05/11/2006	S	4,900	D	\$ 55.43	1,682	D

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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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Employee Stock Option (Right to Buy)	\$ 29.5	05/11/2006		M	1,000	01/01/1997 07/01/2006	Common Stock	1,000	
Non-Employee Stock Option (Right to Buy)	\$ 29.81	05/11/2006		M	1,000	01/01/1998 07/01/2007	Common Stock	1,000	
Non-Employee Stock Option (Right to Buy)	\$ 37.47	05/11/2006		M	1,000	01/01/1999 07/01/2008	Common Stock	1,000	
Non-Employee Stock Option (Right to Buy)	\$ 26.69	05/11/2006		M	1,000	01/01/2000 07/01/2009	Common Stock	1,000	
Non-Employee Stock Option (Right to Buy)	\$ 14.13	05/11/2006		M	2,517	01/03/2001 07/03/2010	Common Stock	2,517	
Non-Employee Stock Option (Right to Buy)	\$ 21.89	05/11/2006		M	2,517	01/02/2002 07/02/2011	Common Stock	2,517	
Non-Employee Stock Option (Right to Buy)	\$ 23.54	05/11/2006		M	2,517	01/01/2003 07/01/2012	Common Stock	2,517	
Non-Employee Stock Option (Right to Buy)	\$ 14.64	05/11/2006		M	2,517	01/01/2004 07/01/2013	Common Stock	2,517	
	\$ 33.8	05/11/2006		M	2,517	01/01/2005 07/01/2014		2,517	

Non-Employee Stock Option (Right to Buy)								Common Stock	
Non-Employee Stock Option (Right to Buy)	\$ 36.12	05/11/2006	M	2,517	01/01/2006	07/01/2015	Common Stock	2,517	
Non-Employee Stock Option (Right to Buy)	\$ 19.46	05/11/2006	M	16	01/01/2000	07/01/2009	Common Stock	16	
Non-Employee Stock Option (Right to Buy)	\$ 43.59	05/11/2006	M	242	01/01/1997	07/01/2006	Common Stock	242	
Non-Employee Stock Option (Right to Buy)	\$ 31.68	05/11/2006	M	242	01/01/1999	07/01/2008	Common Stock	242	
Non-Employee Stock Option (Right to Buy)	\$ 19.53	05/11/2006	M	242	01/01/2000	07/01/2009	Common Stock	242	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARKER JAMES R 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226-8100		X		

## Signatures

/s/ Elizabeth C. Restivo Elizabeth C. Restivo, 05/15/2006  
 Attorney-In-Fact

\_\_\_\_\_\*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) Not applicable.

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