

BRINKS CO  
Form 4/A  
September 05, 2008

**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 \*  
Pirate Capital LLC

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)  
200 CONNECTICUT AVENUE, 4TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
09/02/2008

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
09/04/2008

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

NORWALK, CT 06854

(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)
common stock				(A) or (D) Code V Amount (D) Price	781,474	I	See footnote <sup>(1)</sup>

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

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SEC 1474 (9-02)

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

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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)	8. Deemed Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 61.99					01/01/2008	07/01/2017	common stock	4,000
Brink's Units (DSAP)	(3)					(3)	(3)	common stock	0.53 (4)
Brink's Units (DSAP)	(5)					(5)	(5)	common stock	0.48 (4)
Brink's Units (DSAP)	(6)					(6)	(6)	common stock	0.45 (4)
Brink's Units (DSAP)	(7)					(7)	(7)	common stock	0.42 (7) (8)
Brink's Units (DSAP)	(9)					(9)	(9)	common stock	277.62 (10)
Brink's Units (DSAP)	(11)					(11)	(11)	common stock	303.49 (1) (10)
Deferred Stock Units	(9)					(9)(12)	(9)(12)	common stock	1,187
Brink's Units (DSAP)	(13)	09/02/2008		A	0.83 (14)	(13)	(13)	common stock	0.83 (14) \$

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other



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- (9) Brink's Units were credited to Mr. Hudson's account under the DSAP as a result of an annual allocation, in accordance with the terms of the DSAP.
- (10) Brink's Units were credited to Mr. Hudson's account under the DSAP as a result of an annual allocation, in accordance with the terms of the DSAP.
- Thomas R. Hudson Jr., as a participant in the Directors' Stock Accumulation Plan (the "DSAP"), will be entitled to receive a distribution in The Brink's Company ("Brink's") common stock in respect of all Brink's Units in Mr. Hudson's account, following termination of service as a non-employee director. The number of Brink's Units credited to Mr. Hudson's account on the Transaction Date is based upon a share price of \$65.90, which is the average trading price of Brink's common stock on June 1, 2007, calculated in accordance with the terms of the DSAP.
- (11) Subject to the terms and conditions of the Non-Employee Director's Equity Plan and a Deferred Stock Units Award Agreement, the Reporting Person has been granted Deferred Stock Units with a one year vesting period that accelerates upon a separation from service of a change in control of The Brink's Company (the "Company"). The Deferred Stock Units will be settled in Company common stock following the Reporting Person's termination of service from the Board of Directors of the Company.
- Thomas R. Hudson Jr., as a participant in the Directors' Stock Accumulation Plan (the "DSAP"), will be entitled to receive a distribution in The Brink's Company ("Brink's") common stock in respect of all Brink's Units in Mr. Hudson's account, following termination of service as a non-employee director. The number of Brink's Units credited to Mr. Hudson's account on the Transaction Date is based upon a share price of \$70.25, which is the average trading price of Brink's common stock on September 2, 2008, calculated in accordance with the terms of the DSAP.
- (12) Brink's Units were credited to Mr. Hudson's account under the DSAP as a result of a dividend payment, in accordance with the terms of the DSAP.
- (13) Brink's Units were credited to Mr. Hudson's account under the DSAP as a result of a dividend payment, in accordance with the terms of the DSAP.
- (14) Brink's Units were credited to Mr. Hudson's account under the DSAP as a result of a dividend payment, in accordance with the terms of the DSAP.

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.