

Tyson Holly R
Form 4
May 07, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Tyson Holly R

(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)
05/03/2013

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)
VP and Chief HR Officer

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)
				(A) or (D) Price			
Common Stock	05/03/2013		A	4,397 (1)	\$ 0 47,007 (2)	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

Edgar Filing: Tyson Holly R - Form 4

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. Price or Value of Underlying Securities (Instr. 3 and 4)
Market Share Units	(3)	05/03/2013		A	4,401	(4) (4)	Common Stock (3)	\$ (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tyson Holly R 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226			VP and Chief HR Officer	

Signatures

/s/ Elizabeth C. Restivo, Elizabeth C. Restivo, Attorney-in-Fact 05/07/2013

**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 Restricted Stock Unit represents a right to receive, subject to the terms and conditions of the 2013 Equity Incentive Plan and a

- (1) Restricted Stock Units Award Agreement, one share of the Company's common stock subject to vesting in three equal annual installments, beginning on May 3, 2014.
- (2) Restricted Stock Units that have not yet vested.

Each Market Share Unit represents a right to receive, subject to the terms and conditions of the 2013 Equity Incentive Plan and a Market Share Units Award Agreement, a minimum of 0 shares and a maximum of up to 1.5 shares of the Company's common stock, based on the average closing stock price for the twenty trading days leading up to and including December 31, 2015, as compared to the average closing stock price for the twenty trading days leading up to and including the grant date of the Market Share Unit award.

- (4) Compensation and Benefits Committee's determination of the amount of shares of Company common stock payable pursuant to each outstanding Market Share Unit award.

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. d> **Signature of Reporting Person Date

Edgar Filing: Tyson Holly R - Form 4

/s/ Timothy J. Hart as Vice President, Secretary and General Counsel of Aurora Advisors II LLC, General Partner of Aurora Capital Partners II LP 03/17/2011**_Signature of Reporting Person Date

/s/ Timothy J. Hart as Vice President, Secretary and General Counsel of Aurora Advisors II LLC, General Partner of Aurora Capital Partners II LP, General Partner of Aurora Equity Partners II LP 03/17/2011**_Signature of Reporting Person Date

/s/ Timothy J. Hart as Vice President, Secretary and General Counsel of Aurora Overseas Advisors II, LDC 03/17/2011**_Signature of Reporting Person Date

/s/ Timothy J. Hart as Vice President, Secretary and General Counsel of Aurora Overseas Advisors II, LDC, General Partner of Aurora Overseas Capital Partners II, LP 03/17/2011**_Signature of Reporting Person Date

/s/ Timothy J. Hart as Vice President, Secretary and General Counsel of Aurora Overseas Advisors II, LDC, General Partner of Aurora Overseas Capital Partners, LP, General Partner of Aurora Overseas Equity Partners II, LP 03/17/2011**_Signature of Reporting Person Date

/s/ Timothy J. Hart as Attorney-in-Fact for John T. Mapes 03/17/2011**_Signature of Reporting Person Date

/s/ Timothy J. Hart as Attorney-in-Fact for Gerald L. Parsky 03/17/2011**_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) Consists of 275,953 shares sold by Aurora Equity Partners II L.P. ("AEPII") and 3,663 shares sold by Aurora Overseas Equity Partners II, L.P. ("AOEPII").
- (2) Consists of 4,426,774 shares held by AEPII and 58,760 shares held by AOEPII.

Aurora Capital Partners II LP ("ACPII") is the general partner of AEPII. Aurora Overseas Capital Partners II, LP ("AOCPII") is the general partner of AOEPII. Aurora Advisors II LLC ("AAII") is the general partner of ACPII. Aurora Overseas Advisors II, LDC ("AOAII") is the general partner of AOCPII. AEPII, AOEPII, ACPII, AOCPII, AAII, and AOAII are collectively referred to as the

- (3) "Aurora Entities." In their capacities as direct or indirect general partners of AEPII and/or AOEPII, ACPII, AOCPII, AAII, and AOAII may be deemed to have a pecuniary interest in an indeterminable portion of the shares owned or controlled by AEPII and AOEPII. ACPII, AOCPII, AAII, and AOAII disclaim beneficial ownership of all such shares except to the extent that they may be deemed to have a pecuniary interest therein.

- Messrs. Mapes and Parsky are controlling persons of the Aurora Entities. As such, they may be deemed to have a pecuniary interest in an
- (4) indeterminable portion of the shares owned or controlled by the Aurora Entities. Messrs. Mapes and Parsky disclaim beneficial ownership of all such shares except to the extent that they may be deemed to have a pecuniary interest therein.
 - (5) These securities are owned solely by Mr. Parsky through a 401(k) account.
 - (6) These securities are owned solely by Mr. Mapes through a 401(k) account.

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.