

Beech Michael F
Form 4
June 14, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Beech Michael F

(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)

06/14/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock	06/14/2018		M	(A) or (D) A	Amount 7,922 (1) Price \$ 22.57	59,609 (2)	D
Common Stock	06/14/2018		S	(A) or (D) D	\$ 4,625 (1) 78.67 (3)	54,984 (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)		8. Amount or Number of Shares	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 22.57	06/14/2018		M		7,922		<u>(5)</u>	07/11/2018	Common Stock	7,922

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Beech Michael F 1801 BAYBERRY COURT P.O. BOX 18100 RICHMOND, VA 23226			Executive Vice President	

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 7,922 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. Beech owns an additional 3,297 shares of the Company's common stock and received no cash proceeds from the exercise of the options. 4,625 shares were sold at a weighted average market price of \$78.67 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 \$78.20 to \$79.00. 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 3,297 shares of the Company's common stock acquired as a result of the exercise of 7,922 options, due to expire on July 11, 2018. See Table II and related footnotes.

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(5) The options vested in three installments as follows: 2,641 shares on July 11, 2013, 2,641 shares on July 11, 2014, and 2,640 shares on July 11, 2015.

(6) The Reporting Person held options (unvested) for a total of 19,857 shares as of June 14, 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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