

BRINKS CO
Form 5
February 14, 2005

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BARKER JAMES R

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

1801 BAYBERRY COURT, P.O. BOX 18100

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

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

RICHMOND, VA 23226-8100

(City) (State) (Zip)

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

6. Individual or Joint/Group Reporting

(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) (A) or (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|

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

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SEC 2270 (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 | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|

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| Derivative Security | | | | | or Disposed of (D) (Instr. 3, 4, and 5) | | | Title | Amount or Number of Shares | |
|---------------------|-----|------------|------------------|-----------------|---|---|-------|-------|----------------------------|--------|
| | (A) | (D) | Date Exercisable | Expiration Date | | | | | | |
| Units (DSAP) | Â | 09/01/2002 | Â | A4 | 717.63 ₍₂₎ | Â | Â (3) | Â (3) | Common Stock | 717.63 |
| Units (DSAP) | Â | 09/03/2002 | Â | A4 | 6.08 ₍₄₎ | Â | Â (3) | Â (3) | Common Stock | 6.08 |
| Units (DSAP) | Â | 12/02/2002 | Â | A4 | 7.57 ₍₅₎ | Â | Â (3) | Â (3) | Common Stock | 7.57 |
| Units (DSAP) | Â | 03/03/2003 | Â | A4 | 10.32 ₍₆₎ | Â | Â (3) | Â (3) | Common Stock | 10.32 |
| Units (DSAP) | Â | 06/02/2003 | Â | A4 | 507.81 ₍₇₎ | Â | Â (3) | Â (3) | Common Stock | 507.81 |
| Units (DSAP) | Â | 06/02/2003 | Â | A4 | 9.15 ₍₈₎ | Â | Â (3) | Â (3) | Common Stock | 9.15 |
| Units (DSAP) | Â | 09/02/2003 | Â | A4 | 9.43 ₍₉₎ | Â | Â (3) | Â (3) | Common Stock | 9.43 |
| Units (DSAP) | Â | 12/01/2003 | Â | A4 | 7.04 ₍₁₀₎ | Â | Â (3) | Â (3) | Common Stock | 7.04 |
| Units (DSAP) | Â | 03/01/2004 | Â | A4 | 5.99 ₍₁₁₎ | Â | Â (3) | Â (3) | Common Stock | 5.99 |

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 | Â X | Â | Â | Â |

Signatures

/s/ McAlister C. Marshall, II
Attorney-In-Fact

02/14/2005

__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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- (2) The number of Units was calculated based on a per share price of \$24.19.

Units representing shares of The Brink's Company Common Stock credited to the Reporting Person's account under the Directors' Stock Accumulation Plan (the "Plan"). Reports on Form 4 have been filed for the Reporting Person as mandated by SEC Release No.

- (3) 34-46421 to report allocations to the Reporting Person's account based on the trading prices for the applicable periods. This report on Form 5 constitutes an amendment to the Forms 4 previously filed by the Reporting Person since August 29, 2002, and reports certain transactions in the Plan that have not previously been reported and corrects certain arithmetic errors in previously filed forms.
- (4) The number of Units was calculated based on a per share price of \$23.95.
- (5) The number of Units was calculated based on a per share price of \$19.28.
- (6) The number of Units was calculated based on a per share price of \$14.16.
- (7) The number of Units was calculated based on a per share price of \$16.00.
- (8) The number of Units was calculated based on a per share price of \$16.00.
- (9) The number of Units was calculated based on a per share price of \$16.89.
- (10) The number of Units was calculated based on a per share price of \$22.65.
- (11) The number of Units was calculated based on a per share price of \$26.67.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.