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BRINKS CO  
Form 8-K  
September 05, 2006

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

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): August 31, 2006

THE BRINK'S COMPANY  
(Exact name of registrant as specified in its charter)

Virginia -----	1-9148 -----	54-1317776 -----
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1801 Bayberry Court  
P. O. Box 18100  
Richmond, VA 23226-8100  
(Address and zip code of  
principal executive offices)

Registrant's telephone number, including area code: (804) 289-9600

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2.):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting materials pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 3.02. Unregistered Sales of Equity Securities.

In 1992, The Brink's Company (the "Company") established an irrevocable grantor trust (the "Trust") that provides a flexible structure to pre-fund a wide variety of compensation and benefit plans. Shares are issued by the Company to the Trust in exchange for a promissory note for the fair market value of the shares deposited. As shares are released from the Trust in connection with Company sponsored plans, the promissory note is effectively amortized.

On August 31, 2006, 2,000,000 shares of the Company's Common Stock, \$1.00 par value per share, were issued to the Trust to provide shares for future issuance under certain of the Company's compensation and benefit plans in exchange for a promissory note for the fair market value of the shares, \$113,380,000.

The shares issued to the Trust are exempt from registration pursuant to Section 4(2) of the Securities Act of 1933 because the shares were privately placed.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- 99 Promissory Note, dated as of August 31, 2006, issued by the Trust in favor of the Company.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE BRINK'S COMPANY  
(Registrant)

Date: September 5, 2006 By: /s/ Robert T. Ritter  
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Robert T. Ritter  
Vice President and Chief Financial Officer

EXHIBIT INDEX

EXHIBIT	DESCRIPTION
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99	Promissory Note, dated as of August 31, 2006, issued by the Trust in favor of the Company.

