

ABM INDUSTRIES INC /DE/
Form 4
September 10, 2013

FORM 4

**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).

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 *
McConnell Sarah H

2. Issuer Name and Ticker or Trading Symbol
ABM INDUSTRIES INC /DE/
[ABM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
551 FIFTH AVENUE, SUITE 300
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/06/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP/GEN. COUNSEL/CORP. SECTY.

NEW YORK, NY 10176

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

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	09/06/2013		M		11,904	A	\$ 20.19
							44,266
Common Stock	09/06/2013		S		11,904	D	\$ 25.3468
							<u>(1)</u>
Common Stock	09/06/2013		A		<u>2,964</u>	A	\$ 0
							35,326 <u>(3)</u>

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

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- Includes 18,980 unvested RSUs, 7,450 vested RSUs, the receipt of which has been deferred and DERS relating to the RSUs, adjusted to
- (3) reflect the cumulative effect of fractional shares, and 2,535 performance shares earned but not vested with respect to performance shares granted on 1/11/2011, and DERs related thereto.
 - (4) Stock options granted under the 2006 Equity Incentive Plan.
 - (5) 25% exercisable on 9/10/2008 and 25% on the anniversary date of each of the following three years.
 - (6) 25% exercisable on 9/6/2014 and 25% on the anniversary date of each of the following three years.

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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