ABM INDUSTRIES INC /DE/

Form 4

January 15, 2015

FORM 4

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

OMB

Expires:

3235-0287 Number: January 31,

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * McConnell Sarah H

(Middle)

5. Relationship of Reporting Person(s) to Issuer

Symbol ABM INDUSTRIES INC /DE/ [ABM]

2. Issuer Name and Ticker or Trading

(Check all applicable)

(Last) (First) 3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title _Other (specify

551 FIFTH AVENUE, SUITE 300

(Street)

01/13/2015

(Month/Day/Year)

below) EVP/GEN. COUNSEL/CORP. SECTY.

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10176

(City)	(State) (Z	Zip) Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficial	lly 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 on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock	01/13/2015		A	3,194 (1)	A	\$0	50,727	D	
Common Stock	01/13/2015		A	1,193 (2)	A	\$0	51,920	D	
Common Stock	01/13/2015		A	1,470 (3)	A	\$ 0	53,390 (4)	D	

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

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number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	Title	Or		
						Exercisable	Date	Title Number of			
				Codo V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McConnell Sarah H 551 FIFTH AVENUE SUITE 300 NEW YORK, NY 10176

EVP/GEN. COUNSEL/CORP. SECTY.

Signatures

By: Barbara L. Smithers, by power of attorney

01/15/2015

Date

**Signature of Reporting Person

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) Represents the number of shares earned in connection with the performance shares previously granted on 3/8/2012, based on achievement of certain targets in the period ending 10/31/2014. These performance shares vest on 3/8/2015.
- (2) Represents the number of shares earned in connection with the performance shares previously granted on 1/14/2013, based on achievement of certain targets in the period ending 10/31/2014. These performance shares vest on 1/14/2016.
- (3) Represents the number of shares earned in connection with the performance shares previously granted on 1/14/2014, based on achievement of certain targets in the period ending 10/31/2014. These performance shares vest on 1/14/2017.
- Includes 20,492 unvested RSUs, 12,586 vested RSUs, the receipt of which has been deferred and DERS relating to the RSUs, adjusted to reflect the cumulative effect of fractional shares, 4,376 performance shares earned but not vested with respect to performance shares granted on 3/8/2012, 2,476 performance shares earned but not vested with respect to performance shares granted on 1/14/2013, 1,470 performance shares earned but not vested with respect to performance shares granted on 1/14/2014, and DERs related thereto.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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