

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-15** | Period of Report: **2013-01-11**
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REPORTING OWNER

MCCLURE JAMES P

CIK: **1198682**

Type: **4** | Act: **34** | File No.: **001-08929** | Film No.: **13531228**

Mailing Address

*160 PACIFIC AVE STE. 222
SAN FRANCISCO CA 94111*

ISSUER

ABM INDUSTRIES INC /DE/

CIK: **771497** | IRS No.: **941369354** | State of Incorporation: **DE** | Fiscal Year End: **1031**
SIC: **7340** To dwellings & other buildings

Mailing Address

*551 FIFTH AVENUE
SUITE 300
NEW YORK NY 10176*

Business Address

*551 FIFTH AVENUE
SUITE 300
NEW YORK NY 10176
212 297-0200*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 MCCLURE JAMES P			2. Issuer Name and Ticker or Trading Symbol ABM INDUSTRIES INC /DE/ [ABM]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Executive Vice President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/11/2013					
551 FIFTH AVENUE, SUITE 300			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
(Street) NEW YORK, NY 10176								
(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	(A) or (D)	Price			
Common Stock	01/11/2013		F		2,229	D	\$20.51	100,772	D	
Common Stock	01/14/2013		A		3,358 ⁽¹⁾	A	\$ 0	104,130	D	
Common Stock	01/14/2013		A		1,453 ⁽²⁾	A	\$ 0	105,583 ⁽³⁾	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. Represents the number of shares earned in connection with the performance shares previously granted on 1/11/2010, based on the achievement of certain targets in the period ending 10/31/2012. These performance shares vested on 1/11/2013.
2. Represents the number of shares earned in connection with the performance shares previously granted on 1/11/2011, based on the achievement of certain targets in the period ending 10/31/2012. These performance shares vest on 1/11/2014.
3. Includes 62,854 unvested RSUs, 6,105 vested RSUs, the receipt of which has been deferred and DERs relating to the RSUs, adjusted to reflect the cumulative effect of fractional shares, and 3,487 performance shares earned but not vested with respect to performance shares granted on 1/11/2011 and DERs related thereto.

Signatures

By: Barbara L. Smithers, by power of attorney

01/15/2013

** Signature of Reporting Person

Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.