

ABM INDUSTRIES INC /DE/
Form 4
January 15, 2015

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)
01/13/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP/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 (A) or (D) Price			
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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SEC 1474 (9-02)

number.

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V (A) (D)		Date Exercisable Expiration Date	Title Number of 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
Date: 01/15/2015

**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) 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.
- (4) 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.

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