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ABM INDUSTRIES INC /DE/ Form 4 November 09, 2016 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading McConnell Sarah H Issuer Symbol ABM INDUSTRIES INC /DE/ (Check all applicable) [ABM] 3. Date of Earliest Transaction (Last) (First) (Middle) Director 10% Owner X_Officer (give title _ Other (specify (Month/Day/Year) below) below) ONE LIBERTY PLAZA, 7TH 11/07/2016 EVP/GEN. COUNSEL/CORP. SECTY. **FLOOR** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10006 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) anv Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned Indirect (I) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 199 (1) A 11/07/2016 \$ 39 67,949 ⁽²⁾ A D

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

Stock

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 control 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. Transactio Code (Instr. 8)	5. tionNumber of) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships							
L O	Director	10% Owner	Officer	Other				
McConnell Sarah H ONE LIBERTY PLAZA 7TH FLOOR NEW YORK, NY 10006			EVP/GEN. COUNSEL/CORP. SECTY.					
Signatures								
By: Barbara L. Smithers, by pow attorney	ver of		11/09/2016					

**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).

Dividend equivalent rights (DERs) accrued on the restricted stock units granted under the 2006 Equity Incentive Plan and, if applicable, on performance shares granted under the 2006 Equity Plan, to the extent that such performance shares have been earned under the (1) performance share program relating to such shares. DERs vest in the same manner as the awards to which they relate. Each DER is the economic equivalent of one share of ABM common stock.

Includes 13,050 unvested RSUs, 29,784 vested RSUs, the receipt of which has been deferred and DERS relating to the RSUs, adjusted to reflect the cumulative effect of fractional shares, 3,621 performance shares earned but not vested with respect to performance shares

(2) granted on 1/14/2014, 986 performance shares earned but not vested with respect to performance shares granted on 1/15/2015, 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.