

WALLACE GARY R  
Form 4  
February 03, 2010

**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 \*  
WALLACE GARY R

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)  
01/07/2010

\_\_\_\_ Director  
 Officer (give title below) Sr.VP/Dir.Bus.Development  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                   |
| Common Stock                    | 01/07/2010                           |                                                    | F                              | 482                                                               | D \$ 21.24                                                                                    | 18,030 <sup>(2)</sup>                                    | D                                 |
| Common Stock                    | 02/01/2010                           |                                                    | A                              | 48 <sup>(1)</sup>                                                 | A \$ 19.6                                                                                     | 18,080 <sup>(3)</sup>                                    | D                                 |

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

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**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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|
| Dividend Equivalent Rights                 | (4)                                                    | 02/01/2010                           |                                                    | A                              | 35                                                                                      | (4) (4)                                                  | Common Stock                                                  | 35 \$ 0                                    |

## Reporting Owners

| Reporting Owner Name / Address                                        | Relationships |           |                           |       |
|-----------------------------------------------------------------------|---------------|-----------|---------------------------|-------|
|                                                                       | Director      | 10% Owner | Officer                   | Other |
| WALLACE GARY R<br>551 FIFTH AVENUE<br>SUITE 300<br>NEW YORK, NY 10176 |               |           | Sr.VP/Dir.Bus.Development |       |

## Signatures

By: Barbara L. Smithers, by power of attorney 02/03/2010

\_\_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) Dividend equivalent rights (DERs) accrued on the restricted stock units granted under the 2006 Equity Incentive Plan. DERs vest in the same manner as the restricted stock units to which they relate. Each DER is the economic equivalent of one share of ABM common stock.
- (2) Includes 3,502 RSUs and DERs relating to the RSUs, adjusted to reflect the cumulative effect of fractional shares.
- (3) Includes 3,535 RSUs and DERs relating to the RSUs, adjusted to reflect the cumulative effect of fractional shares, and 2,618 performance shares granted but not vested with respect to performance shares granted on 1/12/2009 and DERs related thereto.
- (4) DERs accrued on the performance shares granted on 1/8/2008 under the 2006 Equity Incentive Plan. DERs vest in the same manner as the performance shares to which they relate. Each DER is the economic equivalent of one share of ABM common stock.

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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