

ABM INDUSTRIES INC /DE/
Form 4
January 14, 2014

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 *
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)

(Last) (First) (Middle)
551 FIFTH AVENUE, SUITE 300
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/11/2014

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Executive Vice President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 01/11/2014 | | F | | 2,776 D \$ 28.39 | 112,050 | D |
| Common Stock | 01/11/2014 | | A | | 5,894 (1) A \$ 0 | 117,944 | D |
| Common Stock | 01/11/2014 | | A | | 3,053 (2) A \$ 0 | 120,997 | D |
| Common Stock | 01/11/2014 | | A | | 3,314 (3) A \$ 0 | 124,311 (4) | D |

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

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.

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(9-02)

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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCCLURE JAMES P 551 FIFTH AVENUE SUITE 300 NEW YORK, NY 10176 | | | Executive Vice President | |

Signatures

By: Barbara L. Smithers, by power of attorney 01/14/2014

__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 1/11/2011, based on achievement of certain targets in the period ending 10/31/2013. These performance shares vested on 1/11/2014.
- (2) 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 10/31/2013. These performance shares vest on 3/8/2015.
- (3) 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 10/31/2013. These performance shares vest on 1/14/2016.
- (4) Includes 65,093 unvested RSUs, 13,051 vested RSUs, the receipt of which has been deferred and DERs relating to the RSUs, adjusted to reflect the cumulative effect of fractional shares, 3,053 performance shares earned but not vested with respect to performance shares

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granted on 3/8/2012, 3,314 performance shares earned but not vested with respect to performance shares granted on 1/14/2013, 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.