

ABM INDUSTRIES INC /DE/  
Form 8-K  
March 10, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 8, 2011**

**ABM Industries Incorporated**  
(Exact name of registrant as specified in its charter)

|  |   |  |
|--|---|--|
| <b>Delaware</b><br>(State or other Jurisdiction of<br>Incorporation) | <b>1-8929</b><br>(Commission File Number) | <b>94-1369354</b><br>(IRS Employer Identification No.) |
|--|---|--|

|  |                            |
|--|----------------------------|
| <b>551 Fifth Avenue, Suite 300, New York, New York</b><br>(Address of Principal Executive Offices) | <b>10176</b><br>(Zip Code) |
|--|----------------------------|

Registrant's telephone number, including area code: **(212) 297-0200**

**N/A**  
(Former name or former address if changed since last report.)  
Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders**

(a) The Annual Meeting of Stockholders of ABM Industries Incorporated was held on March 8, 2011.

(b) The following directors were elected by a vote of stockholders, each to serve for a term ending at the Annual Meeting of Stockholders in the year 2014: Dan T. Bane, Anthony G. Fernandes, and Maryellen C. Herringer. The following directors remained in office: Linda Chavez, J. Philip Ferguson, Luke S. Helms, Henry L. Kotkins, Jr., Henrik C. Slipsager, and William W. Steele.

The following matters were voted upon at the meeting:

(1) Proposal 1-Election of Directors

| Nominees               | For        | Withheld | Broker Non-Votes |
|------------------------|------------|----------|------------------|
| Dan T. Bane            | 40,938,488 | 202,740  | 7,592,296        |
| Anthony G. Fernandes   | 41,038,942 | 102,286  | 7,592,296        |
| Maryellen C. Herringer | 40,528,129 | 613,099  | 7,592,296        |

(2) Proposal 2- Ratification of KPMG LLP as Independent Registered Public Accounting Firm

| For        | Against | Abstentions |
|------------|---------|-------------|
| 48,145,987 | 568,087 | 19,450      |

(3) Proposal 3- Advisory Vote on Executive Compensation

| For        | Against | Abstentions | Broker Non-Votes |
|------------|---------|-------------|------------------|
| 39,830,432 | 468,166 | 842,630     | 7,592,296        |

(4) Proposal 4- Advisory Vote on Frequency of Advisory Vote on Executive Compensation

| 1 year     | 2 years | 3 years    | Abstain | Broker Non-Votes |
|------------|---------|------------|---------|------------------|
| 29,075,874 | 376,757 | 10,837,337 | 851,260 | 7,592,296        |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ABM INDUSTRIES INCORPORATED

Dated: March 10, 2011

By: /s/ Sarah H. McConnell

Sarah H. McConnell  
Senior Vice President and  
General Counsel