MCCLURE JAMES P Form 4

April 02, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Washington, D.C. 20549 Number:

OMB APPROVAL

Expires:

response...

5. Relationship of Reporting Person(s) to

Estimated average

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3235-0287

January 31,

2005

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Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

> 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

See Instruction 1(b).

Form 5

obligations

may continue.

(Print or Type Responses)

1. Name and Address of Reporting Person *

MCCLURE JAMES P Issuer Symbol ABM INDUSTRIES INC /DE/ (Check all applicable) [ABM] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) below) 551 FIFTH AVENUE, SUITE 300 03/31/2010 **Executive Vice President**

2. Issuer Name and Ticker or Trading

(Street) 6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

NEW YORK, NY 10176

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price 35,377 Common 03/31/2010 A 140,217 (2) D (1) Stock 21.2

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactiorDerivative		Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or				
	Derivative				Disposed of (D)				
	Security				(Instr. 3, 4, and				
	•				5)				
						Date	Expiration	Title	Amount of Number of
				Code V	(A) (D)	Exercisable	Date	11010	Shares
Stock								Common	
Options (3)	\$ 21.2	03/31/2010		A	115,740	03/31/2015	03/31/2017	Stock	115,740
	Derivative Security (Instr. 3) Stock Options	Derivative Security (Instr. 3) Price of Derivative Security Stock Options \$21.2	Derivative Security or Exercise (Instr. 3) Price of Derivative Security Stock Options \$ 21.2 03/31/2010	Derivative Security or Exercise (Instr. 3) Price of Derivative Security Stock Options \$ 21.2 03/31/2010	Derivative Conversion (Month/Day/Year) Execution Date, if any Code (Instr. 3) Price of Derivative Security Code V Stock Options \$ 21.2 03/31/2010 Execution Date, if any Code (Month/Day/Year) (Month/Day/Year) Code V A	Derivative Security or Exercise (Instr. 3) Price of Derivative Security Security Security Or Exercise (Instr. 3) Price of Derivative Security Derivative Security Security Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Stock Options \$ 21.2 03/31/2010 A 115,740	Derivative Security or Exercise (Instr. 3) Price of Derivative Security Security Or Exercise (Instr. 3) Price of Derivative Security Derivative Security Derivative Security Execution Date, if any Code Securities (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable Stock Options \$ 21.2 03/31/2010 A 115,740 03/31/2015	Derivative Security or Exercise (Instr. 3) Price of Derivative Security Security Security or Exercise (Instr. 3) Price of Derivative Security Securities (Month/Day/Year) Securities (Mont	Derivative Conversion (Month/Day/Year) Execution Date, if any Code Securities (Month/Day/Year) (Instr. 3) Price of Derivative Security Security Security Security Security Security Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Date (Month/Day/Year) Title Stock Options \$ 21.2 03/31/2010 A 115,740 03/31/2015 03/31/2017 Common Stock

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 04/02/2010

**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).
- Restricted stock units (RSUs) granted under the 2006 Equity Incentive Plan, representing a contingent right to receive shares of common (1) stock. 100% of the units vest on March 31, 2015, and will settle in shares of common stock. Dividend equivalent rights (DERs) will
- (2) Includes 47,215 RSUs and DERs relating to the RSUs, adjusted to reflect the cumulative effect of fractional shares, and 9,252 performance shares earned but not vested with respect to performance shares granted on 1/12/2009 and DERs related thereto.
- (3) Stock options granted under the 2006 Equity Incentive Plan. Stock options 100% vest on March 31, 2015.

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.

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