ZACCAGNINI STEVE

Form 4

September 10, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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if no longer

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **ZACCAGNINI STEVE**

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

Issuer

ABM INDUSTRIES INC /DE/ [ABM]

Director 10% Owner

(Check all applicable)

5. Relationship of Reporting Person(s) to

X_ Officer (give title Other (specify below) below)

551 FIFTH AVENUE, SUITE 300

(Middle)

(Month/Day/Year) 09/08/2010

Executive Vice President 6. Individual or Joint/Group Filing(Check

Applicable Line)

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

3.

3. Date of Earliest Transaction

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 Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect (I) (Instr. 4)

Beneficial Ownership (Instr. 4)

(9-02)

(A)

Transaction(s)

or (Instr. 3 and 4) (D) Price

Common Stock

09/08/2010

Code V Amount 5,057 A (1)

\$0 44,514 (2)

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)

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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. Transactic Code (Instr. 8)	5. Number of or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 21.49	09/08/2010		A	17,195	<u>(4)</u>	09/08/2017	Common Stock	17,195

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ZACCAGNINI STEVE 551 FIFTH AVENUE SUITE 300 NEW YORK, NY 10176

Executive Vice President

Signatures

By: Barbara L. Smithers, by power of attorney

09/10/2010

**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. Units vest 50% on the second anniversary of the grant date and 50% on the fourth anniversary of the grant date, and will settle in shares of common stock. Dividend equivalent rights (DERs) will accrue.
- (2) Includes 33,402 RSUs and DERs relating to the RSUs, adjusted to reflect the cumulative effect of fractional shares, and 6,729 performance shares earned but not vested with respect to performance shares granted on 1/12/2009 and DERs related thereto.
- (3) Stock option grant under the 2006 Equity Incentive Plan.
- (4) 25% exercisable on 9/8/2011, and 25% on the anniversary date of each of the following 3 years.

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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