LUSK JAMES S Form 4 March 22, 2011

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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).

OMB

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January 31,

(Print or Type Responses)

1. Name and Address of Reporting Person * LUSK JAMES S

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

ABM INDUSTRIES INC /DE/

[ABM]

(Check all applicable)

(Last) (First) (Middle)

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

10% Owner Other (specify

551 FIFTH AVENUE, SUITE 300

03/21/2011

_X__ Officer (give title below) Executive Vice President/CFO

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Director

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10176

(City)	(State) (Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly 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)				5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	03/21/2011		S	2,900	D	\$ 25.03	47,868	D	
Common Stock	03/21/2011		S	100	D	\$ 25.04	47,768	D	
Common Stock	03/21/2011		S	100	D	\$ 25.05	47,668	D	
Common Stock	03/21/2011		S	300	D	\$ 25.06	47,368	D	
Common Stock	03/21/2011		S	400	D	\$ 25.07	46,968	D	

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Common Stock	03/21/2011	S	200	D	\$ 25.09 46	5,768	D
Common Stock	03/21/2011	S	200	D	\$ 25.1 46	5,568	D
Common Stock	03/21/2011	S	600	D	\$ 25.11 45	5,968	D
Common Stock	03/21/2011	S	500	D	\$ 25.12 45	5,468	D
Common Stock	03/21/2011	S	100	D	\$ 25.14 45	5,368 <u>(1)</u>	D

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	le and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date Amou		ınt of	Derivative	J	
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
	(Instr. 3)	Price of		(Month/Day/Year) (Instr. 8) De		Derivative	tive			ities	(Instr. 5)]
		Derivative			Securities			(Instr.				(
Security						Acquired]
						(A) or						J
						Disposed						-
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										Amount		
						Date	Expiration	TT:41	or Namelana			
							Exercisable	Date	Title	Number		
					C 1 W	(A) (D)				of		
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

LUSK JAMES S 551 FIFTH AVENUE SUITE 300 NEW YORK, NY 10176

Executive Vice President/CFO

Reporting Owners 2

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Date

Signatures

By: Barbara L. Smithers, by power of attorney 03/22/2011

**Signature of Reporting Person

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).
- Includes 29,150 unvested RSUs, 1,588 vested RSUs, the receopt of which has been deferred and DERs relating to the RSUs, adjusted to reflect the cumulative effect of fractional shares, and 9,186 performance shares earned but not vested with respect to performance shares granted on 1/12/2009 and 1/11/2010, 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.

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