

ABM INDUSTRIES INC /DE/
Form 4
January 15, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
FARWELL DAVID L

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

NEW YORK, NY 10176

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ABM INDUSTRIES INC /DE/
[ABM]

3. Date of Earliest Transaction
(Month/Day/Year)
01/13/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/13/2014		M		2,500	A	\$ 18.3
							37,962
Common Stock	01/13/2014		S		2,500	D	\$ 27.9229
							(1)
Common Stock	01/14/2014		M		742	A	\$ 17.9
							36,204
Common Stock	01/14/2014		S		1,486	D	\$ 27.8441
							(2)
							34,718 (3)

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Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 1 of this Form 4.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.71 to \$27.95, inclusive. The reporting person undertakes to provide to ABM Industries Incorporated, any security holder of ABM Industries Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 2 of this Form 4.

- (2) Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 2 of this Form 4.
- (3) Includes 7,984 RSUs and DERs relating to the RSUs, adjusted to reflect the cumulative effect of fractional shares, 741 performance shares earned but not vested with respect to performance shares granted on 3/8/2012, 804 performance shares earned but not vested with respect to performance shares granted on 1/14/2013, and DERs related thereto.
- (4) Stock options granted under the 2002 Price-Vested Plan.
- (5) Exercisable over the first four years in percentages tied to the price of ABM common stock and after eight years from the date of grant, if not previously vested.
- (6) Stock options granted under the 2006 Equity Incentive Plan.
- (7) 25% on 1/12/2010 and 25% on the anniversary of each of the following three 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.