

ABM INDUSTRIES INC /DE/  
Form 4  
September 18, 2014

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
MCCLURE JAMES P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)  
09/16/2014

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

NEW YORK, NY 10176

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

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

(City) (State) (Zip)

**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  | (D)  | Price   |
| Common Stock                    | 09/16/2014                           |  | S <sup>(1)</sup>               |   | 39,799  | D  | \$ 27.5215<br><sup>(2)</sup>                          |
| Common Stock                    | 09/16/2014                           |  | M                              |   | 8,446   | A  | \$ 18.31  |
| Common Stock                    | 09/16/2014                           |  | M                              |   | 21,378  | A  | \$ 19.089   |
| Common Stock                    | 09/16/2014                           |  | M                              |   | 10,144  | A  | \$ 21.49  |
| Common Stock                    | 09/16/2014                           |  | M                              |   | 5,640   | A  | \$ 20.9   |
|                                 |                                      |  |                                |   |   |  | 122,397   |
|                                 |                                      |  |                                |   |   |  | 132,541   |
|                                 |                                      |  |                                |   |   |  | 138,181   |

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|              |            |                  |        |   |            |                       |   |
|--------------|------------|------------------|--------|---|------------|-----------------------|---|
| Common Stock | 09/16/2014 | S <sup>(1)</sup> | 45,608 | D | \$ 27.6403 | 92,573                | D |
|              |            |                  |        |   | <u>(3)</u> |                       |   |
| Common Stock | 09/17/2014 | M                | 13,787 | A | \$ 21.49   | 106,360               | D |
| Common Stock | 09/17/2014 | M                | 3,306  | A | \$ 17.9    | 109,666               | D |
| Common Stock | 09/17/2014 | M                | 6,648  | A | \$ 25.3    | 116,314               | D |
| Common Stock | 09/17/2014 | S <sup>(1)</sup> | 23,741 | D | \$ 27.5487 | 92,573 <sup>(5)</sup> | D |
|              |            |                  |        |   | <u>(4)</u> |                       |   |

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)

| 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. Transaction Code (Instr. 8) | 5. Number of 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options <u>(6)</u>                   | \$ 18.31   | 09/16/2014                           |  | M                              | 8,446   | <u>(7)</u> 10/11/2019                                    | Common Stock  | 8,446                         |
| Stock Options <u>(6)</u>                   | \$ 19.089  | 09/16/2014                           |  | M                              | 21,378  | <u>(8)</u> 09/13/2018                                    | Common Stock  | 21,378                        |
| Stock Options <u>(6)</u>                   | \$ 21.49   | 09/16/2014                           |  | M                              | 10,144  | <u>(9)</u> 09/08/2017                                    | Common Stock  | 10,144                        |
| Stock Options <u>(10)</u>                  | \$ 20.9  | 09/16/2014                           |  | M                              | 5,640   | <u>(11)</u> 09/14/2015                                   | Common Stock  | 5,640                         |
|  | \$ 21.49   | 09/17/2014                           |  | M                              | 13,787  | <u>(9)</u> 09/08/2017                                    |   | 13,787                        |

|                      |         |            |   |       |      |            |  |              |       |
|----------------------|---------|------------|---|-------|------|------------|--|--------------|-------|
| Stock Options<br>(6) |         |            |   |       |      |            |  | Common Stock |       |
| Stock Options<br>(6) | \$ 17.9 | 09/17/2014 | M | 3,306 | (12) | 01/12/2016 |  | Common Stock | 3,306 |
| Stock Options<br>(6) | \$ 25.3 | 09/17/2014 | M | 6,648 | (13) | 09/06/2020 |  | Common Stock | 6,648 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| MCCLURE JAMES P<br>551 FIFTH AVENUE<br>SUITE 300<br>NEW YORK, NY 10176 |               |           | Executive Vice President |       |

## Signatures

By: Barbara L. Smithers, by power of attorney  
Date: 09/18/2014

\*\*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).
- (1) All sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan entered into by the reporting person.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.25 to \$27.68, 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.27 to \$27.72, 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 3 of this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.32 to \$27.70, 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 4 of this Form 4.
- (4) Includes 68,948 unvested RSUs, 17,181 vested RSUs, the receipt of which has been deferred and DERs relating to the RSUs, adjusted to reflect the cumulative effect of fractional shares, 3,089 performance shares earned but not vested with respect to performance shares granted on 3/8/2012, 3,353 performance shares earned but not vested with respect to performance shares granted on 1/14/2013, and DERs related thereto.
- (5) Stock options granted under the 2006 Equity Incentive Plan.
- (6) 25% exercisable on 10/11/2013 and 25% on the anniversary date of each of the following three years.
- (7) 25% exercisable on 9/13/2012 and 25% on the anniversary date of each of the following three years.
- (8)

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- (9) 25% exercisable on 9/8/2011 and 25% on the anniversary date of each of the following three years.
- (10) Stock options granted under the 1987 Time-Vested Plan.
- (11) 20% exercisable on 9/14/2006 and 20% on the anniversary date each of the following four years.
- (12) 25% exercisable on 1/12/2010 and 25% on the anniversary date of each of the following three years.
- (13) 25% exercisable on 9/6/2014 and 25% on the anniversary date 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.

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