

Andre Erin M  
 Form 4  
 December 22, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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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 \*  
 Andre Erin M

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)  
 12/21/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Senior VP - Human Resources

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/21/2010		M		7,865	A	\$ 18.71
Common Stock	12/21/2010		S		100	D	\$ 26.29
Common Stock	12/21/2010		S		365	D	\$ 26.16
Common Stock	12/21/2010		S		1,100	D	\$ 26.17
Common Stock	12/21/2010		S		100	D	\$ 26.18
							19,906
							19,806
							19,441
							18,341
							18,241

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Common Stock	12/21/2010	S	1,000	D	\$ 26.19	17,241	D
Common Stock	12/21/2010	S	2,600	D	\$ 26.2	14,641	D
Common Stock	12/21/2010	S	200	D	\$ 26.21	14,441	D
Common Stock	12/21/2010	S	500	D	\$ 26.22	13,941	D
Common Stock	12/21/2010	S	500	D	\$ 26.24	13,441	D
Common Stock	12/21/2010	S	500	D	\$ 26.26	12,941	D
Common Stock	12/21/2010	S	100	D	\$ 26.27	12,841	D
Common Stock	12/21/2010	S	100	D	\$ 26.28	12,741	D
Common Stock	12/21/2010	S	100	D	\$ 26.29	12,641	D
Common Stock	12/21/2010	S	400	D	\$ 26.3	12,241	D
Common Stock	12/21/2010	S	200	D	\$ 26.32	12,041 <sup>(1)</sup>	D

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

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(9-02)

**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. F...
	\$ 18.71	12/21/2010		M	7,865	<u>(2)</u> 10/02/2013	Title	Amount or Number of Shares
								7,865

Stock  
Options

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Andre Erin M 551 FIFTH AVENUE SUITE 300 NEW YORK, NY 10176			Senior VP - Human Resources	

## Signatures

By: Barbara L. Smithers, by power of attorney  
12/22/2010

\_\_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).
- (1) Includes 4,979 RSUs and DERs relating to the RSUs, adjusted to reflect the cumulative effect of fractional shares, and 2,666 performance shares earned but not vested with respect to performance shares granted on 1/12/2009 and DERs related thereto.
- (2) 25% exercisable on 10/2/2007, 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.