

Andre Erin M
Form 4
December 22, 2010

FORM 4

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

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

OMB APPROVAL

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(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
X 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)
X 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	19,906	D	
Common Stock	12/21/2010		S		100	D \$ 26.29	19,806	D	
Common Stock	12/21/2010		S		365	D \$ 26.16	19,441	D	
Common Stock	12/21/2010		S		1,100	D \$ 26.17	18,341	D	
Common Stock	12/21/2010		S		100	D \$ 26.18	18,241	D	

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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 ⁽¹⁾	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. Derivative Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	\$ 18.71	12/21/2010		M		7,865		(2)	10/02/2013		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.

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