

ABM INDUSTRIES INC /DE/
Form 4
March 25, 2015

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

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 *
FARWELL DAVID L

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)
03/24/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior 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	(A) or (D)	Price
Common Stock	03/24/2015		M		1,356	A	\$ 21.49
							38,781
Common Stock	03/24/2015		S		1,356	D	\$ 32.3626
							<u>(1)</u>
Common Stock	03/24/2015		M		1,531	A	\$ 19.09
							38,956
Common Stock	03/24/2015		S		1,531	D	\$ 32.3626
							<u>(1)</u>
	03/24/2015		M		1,459	A	\$ 18.31
							38,884

Common Stock							
Common Stock	03/24/2015	S	1,459	D	\$ 32.3626 <u>(1)</u>	37,425	D
Common Stock	03/24/2015	M	875	A	\$ 25.3	38,300	D
Common Stock	03/24/2015	S	875	D	\$ 32.3626 <u>(1)</u>	37,425 <u>(2)</u>	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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
Stock Options <u>(3)</u>	\$ 21.49	03/24/2015		M	1,356	<u>(4)</u> 09/08/2017	Common Stock	1,356	
Stock Options <u>(3)</u>	\$ 19.09	03/24/2015		M	1,531	<u>(5)</u> 09/13/2018	Common Stock	1,531	
Stock Options <u>(3)</u>	\$ 18.31	03/24/2015		M	1,459	<u>(6)</u> 10/11/2019	Common Stock	1,459	
Stock Options <u>(3)</u>	\$ 25.3	03/24/2015		M	875	<u>(7)</u> 09/06/2020	Common Stock	875	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FARWELL DAVID L 551 FIFTH AVENUE SUITE 300 NEW YORK, NY 10176			Senior Vice President	

Signatures

By: Barbara L. Smithers, by power of attorney 03/25/2015

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.33 to \$32.38, 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 1 of this Form 4.

(2) Includes 7,694 RSUs, and DERs relating to the RSUs, adjusted to reflect the cumulative effect of fractional shares, 1,586 performance shares earned but not vested with respect to performance shares granted on 1/14/2013, 565 performance shares earned but not vested with respect to performance shares granted on 1/14/2014, and DERs related thereto.

(3) Stock options granted under the 2006 Equity Incentive Plan.

(4) 25% exercisable on 9/8/2011 and 25% on the anniversary date of each of the following three years.

(5) 25% exercisable on 9/13/2012 and 25% on the anniversary date of each of the following three years.

(6) 25% exercisable on 10/11/2013 and 25% on the anniversary date of each of the following three years.

(7) 25% exercisable on 9/6/2014 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.

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.