

ABM INDUSTRIES INC /DE/  
Form 4  
September 10, 2014

**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 \*  
**LUSK JAMES S**

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)  
**09/08/2014**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Executive Vice President/CFO**

**NEW YORK, NY 10176**

(City) (State) (Zip)

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

**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                    | 09/08/2014                           |  | M                              |   | 4,299   | A  | \$ 21.49                          |
| Common Stock                    | 09/08/2014                           |  | S <sup>(1)</sup>               |   | 3,680   | D  | \$ 28.135                         |
| Common Stock                    | 09/08/2014                           |  | F                              |   | 1,060   | D  | \$ 28.34                          |
| Common Stock                    | 09/08/2014                           |  | A                              |   | 4,958 <sup>(3)</sup>  | A  | \$ 0                              |
|                                 |                                      |  |                                |   |   |  | 67,118                            |
|                                 |                                      |  |                                |   |   |  | 63,438                            |
|                                 |                                      |  |                                |   |   |  | 62,378                            |
|                                 |                                      |  |                                |   |   |  | 67,336 <sup>(4)</sup>             |

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



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shares of common stock. Dividend equivalent rights (DERs) will accrue.

- Includes 43,130 unvested RSUs, 3,494 vested RSUs, the receipt of which has been deferred and DERs relating to the RSUs, adjusted to reflect the cumulative effect of fractional shares, and 2,329 performance shares earned but not vested with respect to performance shares granted on 3/8/2012, 2,529 performance shares earned but not vested with respect to performance shares granted on 1/14/2013, and DERs related thereto.
- (4)
  - (5) Stock options granted under the 2006 Equity Incentive Plan.
  - (6) 25% exercisable on 9/8/2011 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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