

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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<b>1. Name and Address of Reporting Person*</b> <u>FARWELL DAVID L</u>  (Last) (First) (Middle) 551 FIFTH AVENUE SUITE 300  (Street) NEW YORK NY 10176  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>ABM INDUSTRIES INC /DE/ [ ABM ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below) X Senior Vice President
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 03/24/2015	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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	D	
Common Stock	03/24/2015		S		1,356	D	\$32.3626 <sup>(1)</sup>	37,425	D	
Common Stock	03/24/2015		M		1,531	A	\$19.09	38,956	D	
Common Stock	03/24/2015		S		1,531	D	\$32.3626 <sup>(1)</sup>	37,425	D	
Common Stock	03/24/2015		M		1,459	A	\$18.31	38,884	D	
Common Stock	03/24/2015		S		1,459	D	\$32.3626 <sup>(1)</sup>	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 <sup>(1)</sup>	37,425 <sup>(2)</sup>	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Options <sup>(3)</sup>	\$21.49	03/24/2015		M			1,356	(4)	09/08/2017	Common Stock	1,356	\$0	5,000	D	
Stock Options <sup>(3)</sup>	\$19.09	03/24/2015		M			1,531	(5)	09/13/2018	Common Stock	1,531	\$0	5,844	D	
Stock Options <sup>(3)</sup>	\$18.31	03/24/2015		M			1,459	(6)	10/11/2019	Common Stock	1,459	\$0	3,460	D	
Stock Options <sup>(3)</sup>	\$25.3	03/24/2015		M			875	(7)	09/06/2020	Common Stock	875	\$0	2,628	D	

**Explanation of Responses:**

- 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.
- 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.
- Stock options granted under the 2006 Equity Incentive Plan.
- 25% exercisable on 9/8/2011 and 25% on the anniversary date of each of the following three years.
- 25% exercisable on 9/13/2012 and 25% on the anniversary date of each of the following three years.
- 25% exercisable on 10/11/2013 and 25% on the anniversary date of each of the following three years.
- 25% exercisable on 9/6/2014 and 25% on the anniversary date of each of the following three years.

**Remarks:**

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

[power of attorney](#)

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**