

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>SLIPSAGER HENRIK C</u>  (Last) (First) (Middle) 551 FIFTH AVENUE SUITE 300  (Street) NEW YORK NY 10176 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ABM INDUSTRIES INC /DE/ [ ABM ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President &amp; CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 12/17/2010	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/17/2010		M		20,000	A	\$15.375	214,666	D	
Common Stock	12/17/2010		S		78	D	\$26.22	214,588	D	
Common Stock	12/17/2010		S		300	D	\$26.21	214,288	D	
Common Stock	12/17/2010		S		1,000	D	\$26.23	213,288	D	
Common Stock	12/17/2010		S		900	D	\$26.24	212,388	D	
Common Stock	12/17/2010		S		200	D	\$26.305	212,188	D	
Common Stock	12/17/2010		S		700	D	\$26.3	211,488	D	
Common Stock	12/17/2010		S		3,744	D	\$26.26	207,744	D	
Common Stock	12/17/2010		S		300	D	\$26.29	207,444	D	
Common Stock	12/17/2010		S		300	D	\$26.28	207,144	D	
Common Stock	12/17/2010		S		2,556	D	\$26.27	204,588	D	
Common Stock	12/17/2010		S		2,500	D	\$26.25	202,088 <sup>(1)</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	\$15.375	12/17/2010		M			5,172	(2)	12/19/2010	Common Stock	5,172	\$0	0	D	
Stock Options	\$15.375	12/17/2010		M			14,828	(3)	12/19/2010	Common Stock	14,828	\$0	0	D	

**Explanation of Responses:**

- Includes 51,256 unvested RSUs, 22,171 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 23,828 performance shares earned but not vested with respect to performance shares granted on 1/12/2009 and DERs related thereto. Sales of ABM shares were made pursuant to a 10b5-1 Plan related to 60,000 stock options scheduled to expire on December 19, 2010. Mr. Slipsager sold shares sufficient to cover the exercise price of the options and applicable taxes.
- Shares vested and became exercisable over a 5-year period, beginning 12/19/2001.
- Shares vested and became exercisable over a 3-year period, beginning 12/19/2001.

**Remarks:**

By: Barbara L. Smithers, by  
power of attorney

12/17/2010

\*\* Signature of Reporting Person

Date

\* 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.**