

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>BENTON JESS E III</u> (Last) (First) (Middle) <u>160 PACIFIC AVE STE. 222</u> (Street) <u>SAN FRANCISCO CA 94111</u> (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/30/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	11/30/2004		G	V	250	D	\$22.09	137,182	I	Benton 1996 Family Trust
Common Stock	12/22/2004		M		23,770	A	\$9.375	25,421 ⁽¹⁾	D	
Common Stock	12/22/2004		G	V	23,770	D	\$9.375	1,651	D	
Common Stock	12/22/2004		G	V	23,770	A	\$9.375	160,952	I	Benton 1996 Family Trust
Common Stock	12/22/2004		M		120,000	A	\$10	121,651	D	
Common Stock	12/22/2004		G	V	120,000	D	\$10	1,651	D	
Common Stock	12/22/2004		G	V	120,000	A	\$10	280,952	I	Benton 1996 Family Trust

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 ⁽²⁾	\$9.375	12/22/2004		M		23,770		06/18/1997 ⁽³⁾	06/18/2006	Common Stock	23,770	\$0	0	D	
Stock Options ⁽⁴⁾	\$10	12/22/2004		M		120,000		12/17/1996 ⁽⁵⁾	12/17/2006	Common Stock	120,000	\$0	0	D	

Explanation of Responses:

- Includes 786 shares acquired through the Employee Stock Purchase Plan, from August through October 2004.
- Employee Time Vested Stock Options.
- On the anniversary date of the grant, vest 20% each year for five years.
- Price Vested Performance Options.
- Vest during the first four years at a rate tied to the price of ABM's common stock, 25% at each of \$12.50, \$15.00, \$17.50, and \$20.00, and to the extent not accelerated vest 12/17/2004.

s/Jess E. Benton, III 12/23/2004

** 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.