Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): December 14, 2004

ABM Industries Incorporated

(Exact name of registrant as specified in its charter)

Delaware	**1-8929**	**94-1369354**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

160 Pacific Avenue, Suite 222, San Francisco, California	**94111**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code **(415) 733-4000**

Not Applicable

(Former name or former address if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

[ ] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

[ ] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

[ ] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

[ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

TABLE OF CONTENTS

Item 2.02. Results of Operations and Financial Condition

On December 20, 2004, ABM Industries Incorporated (the “Company”) issued a press release reporting the effect of the accounting restatement described below under Item 4.02 on its results of operations for certain completed annual and quarterly periods. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 4.02. Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review.

As reported in the Company’s December 13, 2004 Form 8-K Current Report, the Company announced that it was changing its methodology for insurance reserves to move its insurance reserves to an actuarial point estimate, the effect of which would be to increase the Company’s self-insurance reserves at October 31, 2004 by $27 million. The Company also announced that it was evaluating whether generally accepted accounting principles (GAAP) required that the $27 million adjustment be reflected in the fourth quarter of fiscal year 2004 results or whether up to approximately $22 million of the adjustment should be allocated to prior years.

The Company has completed its evaluation and on December 14, 2004, senior management of the Company determined that, in accordance with GAAP, $22 million of the adjustment should be allocated to prior years as a correction of an error. As a result, the Company will restate its financial statements for the fiscal years ended October 31, 2000 to October 31, 2003 and its quarterly financial statements for all quarters of fiscal year 2003 and the first three quarters of fiscal year 2004 in its Form 10-K for the year ended October 31, 2004. Accordingly, the previously issued financial statements for the above periods, which accrued insurance reserves at the bottom of a range between 85 percent to 115 percent of the actuarial point estimate, should no longer be relied upon.

Although the correction of prior insurance reserves has necessitated the restatement, the restated financials will also reflect the correction of the fair value calculation for other intangibles, primarily customer relationship intangibles, under Emerging Issues Task Force (EITF) Issue No. 02-17, “Recognition of Customer Relationship Intangible Assets Acquired in a Business Combination” as discussed in detail in the Management’s Discussion and Analysis of the Company’s Form 10-Q for the second quarter ended April 30, 2004. EITF Issue No. 02-17 provided guidance regarding the use of certain assumptions, such as expectations of future contract renewals, in estimating the fair value of customer relationship intangible assets acquired in a business combination. EITF Issue No. 02-17 was effective for business combinations consummated after October 25, 2002, but the Company did not reflect the effect it would have had on the three business combinations completed in 2003 until the second quarter of 2004.

The Audit Committee of the Board of Directors has discussed the correction of methodology for insurance reserves and the treatment of the correction under GAAP, as well as the other correction, with both management and the Company’s independent auditors.

The Company currently estimates the impact of the adjustments on income from continuing operations and diluted earnings per share would be as follows:

In thousands, except per share amounts

	Income from Continuing Operations				Diluted Earnings Per Share Income from Continuing Operations			
	As Reported	Insurance Adjustment	EITF 02-17 Adjustment	As Restated	As Reported	Insurance Adjustment	EITF 02-17 Adjustment	As Restated
Fiscal 2004								
First Quarter	$ 7,156	$ (385)	$(352)	$ 6,419	$0.14	$(0.01)		$0.13
Second Quarter	6,784	(268)	908	7,424	0.14	(0.01)	$ 0.02	0.15
Third Quarter	13,394	(146)		13,248	0.27	(0.01)		0.26
First Nine Months	$27,334	$ (799)	$ 556	$27,091	$0.55	$(0.03)	$ 0.02	$0.54
Fiscal 2003								
First Quarter	$ 3,750	$ (173)		$ 3,577	$0.08	$(0.01)		$0.07
Second Quarter	9,248	(158)	$(118)	8,972	0.18			0.18
Third Quarter	10,556	(389)	(152)	10,015	0.21	$(0.01)		0.20
Fourth Quarter	12,844	(157)	(286)	12,401	0.26		(0.01)	0.25
Fiscal 2003	$36,398	$ (877)	$(556)	$34,965	$0.73	$(0.02)	$(0.01)	$0.70
Fiscal 2002	$44,058	$ (826)		$43,232	$0.86	$(0.01)		$0.85
Fiscal 2001	$29,868	$(2,181)		$27,687	$0.59	$(0.05)		$0.54
Fiscal 2000	$40,115	$ (841)		$39,274	$0.83	$(0.01)		$0.82

The above amounts have not been reviewed by the Company’s independent auditor; therefore these results may differ from the audited financial results that the Company will file in its Form 10-K for the year ended October 31, 2004.

Item 9.01. Financial Statements and Exhibits.

99.1 Press release of ABM Industries Incorporated dated December 20, 2004 reporting the effect of the accounting restatement on the Company’s results of operations for certain completed annual and quarterly periods.

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ABM INDUSTRIES INCORPORATED

Dated: December 20, 2004

By: /s/ George B. Sundby

George B. Sundby
Executive Vice President and
Chief Financial Officer

Table of Contents

EXHIBIT INDEX

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EXHIBIT 99.1

CONTACT:
George B. Sundby
Executive Vice President
And Chief Financial Officer
ABM Industries Inc.
(415) 733-4000

ABM ANNOUNCES COMPLETION OF
INSURANCE RESERVE ACCOUNTING EVALUATION

SAN FRANCISCO, CA — December 20, 2004 — ABM Industries Incorporated (NYSE:ABM), announced that it has completed the previously announced evaluation of accounting treatment for a change in methodology associated with its insurance reserves. The Company has determined that $22 million of the $27 million adjustment should be allocated to prior years as a correction of an error. As a result, the Company will restate its financial statements for the four fiscal years ended October 31, 2000 to October 31, 2003, and its quarterly financial statements for all quarters of fiscal year 2003 and the first three quarters of fiscal year 2004 in its Form 10-K for the year ended October 31, 2004. Accordingly, the previously issued financial statements for the above periods should no longer be relied upon.

The restated financial results will also reflect the previously announced correction of the fair value calculation for other intangibles, primarily customer relationship intangibles, discussed in the Company's Form 10-Q for the quarter ended April 30, 2004.

The following financial table details the Company's current estimates of the impact of the adjustments on income from continuing operations and diluted earnings per share. The figures in the table have not yet been reviewed by the Company's independent auditor; therefore, these results may differ from the audited financial results that the Company will file in its Form 10-K for the year ended October 31, 2004.

In thousands, except per share amounts

	Income from Continuing Operations				Diluted Earnings Per Share Income from Continuing Operations			
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About ABM Industries Incorporated

ABM Industries Incorporated is one of the largest facility services contractors listed on the New York Stock Exchange. With annual revenues in excess of $2.4 billion and approximately 70,000 employees, ABM provides janitorial, parking, engineering, security, lighting and mechanical services for thousands of commercial, industrial, institutional, and retail facilities in hundreds of cities across the United States and British Columbia, Canada. The ABM Family of Services includes ABM Janitorial, Ampco System Parking, ABM Engineering, American Commercial Security (ACSS), Security Services of America (SSA), Amtech Lighting, CommAir Mechanical and ABM Facility Services.

Cautionary Statement Under the Private Securities Litigation Reform Act of 1995. This press release contains forward-looking statements that set forth management’s anticipated results based on management’s plans and assumptions. Any number of factors could cause the Company’s actual results to differ materially from those anticipated. These risks and uncertainties include, but are not limited to: (1) adjustments to the Company’s unaudited financial statements that may be determined to be necessary prior to their finalization; (2) adjustments to the Company’s prior years financial statements that may be determined to be necessary in the review of prior year’s financial statements in connection with the restatement of prior years results; (3) a decline in commercial office building occupancy and rental rates could affect the Company’s sales and profitability; (4) an increase in costs that the Company cannot pass on to customers could affect profitability; (5) the financial difficulties or bankruptcy of one or more of the Company’s major customers could adversely affect results; (6) the Company could experience major collective bargaining disputes that would lead to the loss of sales or expense increases; (7) the Company is subject to intense competition; (8) the Company’s success depends on its ability to preserve its long-term relationships with its customers; (9) weakness in airline travel and the hospitality industry could adversely impact the Company’s Parking results; (10) low levels of capital investments by customers could negatively impact the project sales of the Lighting and Mechanical segments, (11) acquisition activity could slow or be unsuccessful; (12) the Company incurs significant accounting and other control costs, which could increase; (13) the cancellation or non-renewal of the Company's primary insurance policies and a deterioration in claims management by a third party administrator, could adversely impact the Company's results; and (14) other issues and uncertainties which may include: labor shortages that adversely affect the Company's ability to employ entry level personnel, a reduction or revocation of the Company's line of credit that could increase interest expense and the cost of capital, legislation or other governmental action that detrimentally impacts the Company's expenses or reduces sales by adversely affecting the Company's customers such as state or locally-mandated healthcare benefits, new accounting pronouncements or changes in accounting policies, impairment of goodwill and other intangible assets, the resignation, termination, death or disability of one or more of the Company's key executives that adversely affects customer retention or day-to-day management of the Company, and inclement weather which could disrupt the Company in providing its services.

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