

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>McConnell Sarah H</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP/GEN. COUNSEL/CORP. SECTY.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/11/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	10/11/2012		A		3,686 <sup>(1)</sup>	A	\$0	32,077 <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 Option <sup>(3)</sup>	\$18.31	10/11/2012		A		12,857		(4)	10/11/2019	Common Stock	12,857	\$0	12,857	D	

**Explanation of Responses:**

- Restricted stock units (RSUs) granted under the 2006 Equity Incentive Plan, representing a contingent right to receive shares of common stock. Units vest 50% on the second anniversary of the grant date and 50% on the fourth anniversary of the grant date, and will settle in shares of common stock. Dividend equivalent rights (DERs) will accrue.
- Includes 16,263 unvested RSUs, 6,594 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 3,104 performance shares earned but not vested with respect to performance shares granted on 1/11/2010 and 1/11/2011, and DERs related thereto.
- Stock option granted under the 2006 Equity Incentive Plan.
- 25% on 10/11/2013, and 25% on the anniversary date of each of the following 3 years.

**Remarks:**

By: Barbara L. Smithers, by 10/12/2012  
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.