

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>MCCLURE JAMES P</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 Officer (give title below) Other (specify below) X <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) 03/21/2011	
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	03/21/2011		s		300	D	\$25.01	151,351	D	
Common Stock	03/21/2011		s		600	D	\$25.02	150,751	D	
Common Stock	03/21/2011		s		2,992	D	\$25.03	147,759	D	
Common Stock	03/21/2011		s		2,700	D	\$25.04	145,059	D	
Common Stock	03/21/2011		s		367	D	\$25.045	144,692	D	
Common Stock	03/21/2011		s		3,261	D	\$25.05	141,431	D	
Common Stock	03/21/2011		s		2,400	D	\$25.06	139,031	D	
Common Stock	03/21/2011		s		2,080	D	\$25.07	136,951	D	
Common Stock	03/21/2011		s		11,682	D	\$25.08	125,269	D	
Common Stock	03/21/2011		s		400	D	\$25.085	124,869	D	
Common Stock	03/21/2011		s		10,918	D	\$25.09	113,951	D	
Common Stock	03/21/2011		s		2,000	D	\$25.095	111,951	D	
Common Stock	03/21/2011		s		16,100	D	\$25.1	95,851	D	
Common Stock	03/21/2011		s		5,100	D	\$25.11	90,751	D	
Common Stock	03/21/2011		s		700	D	\$25.12	90,051	D	
Common Stock	03/21/2011		s		3,200	D	\$25.13	86,851	D	
Common Stock	03/21/2011		s		1,300	D	\$25.14	85,551	D	
Common Stock	03/21/2011		s		1,400	D	\$25.15	84,151	D	
Common Stock	03/21/2011		s		400	D	\$25.16	83,751	D	
Common Stock	03/21/2011		s		100	D	\$25.17	83,651	D	
Common Stock	03/21/2011		s		2,000	D	\$25.18	81,651 <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					

**Explanation of Responses:**

1. Includes 49,793 unvested RSUs, 2,210 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 12,513 performance shares earned but not vested with respect to performance shares granted on 1/12/2009 and 1/11/2010, and DERs related thereto.

**Remarks:**

By: [Barbara L. Smithers, by](#)      [03/22/2011](#)  
[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.**