
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): March 7, 2006

ABM Industries Incorporated

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

1-8929

(Commission File
Number)

94-1369354

(IRS Employer
Identification No.)

160 Pacific Avenue, Suite 222, San Francisco, California

(Address of principal executive offices)

94111

(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))
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Item 1.01 Entry Into a Material Definitive Agreement.

On March 7, 2006, the Compensation Committee of the Board of Directors of ABM Industries Incorporated (the "Company") adopted performance objectives for the Company's Chief Executive Officer for its 2006 fiscal year, which will end on October 31, 2006. The employment agreement for Henrik C. Slipsager, Chief Executive Officer, calls for a bonus based upon his performance measured against performance objectives adopted by the Compensation Committee. The performance objectives are attached as Exhibit 99.1 to this Form 8-K.

On March 7, 2006, the independent directors of the Board of Directors approved an increase to the annual base compensation for Mr. Slipsager to \$700,000 as well as approving an increase in its target bonus for 2006 to 75% of his base compensation. The bonus may range from 0 to 150% of the target amount based on Mr. Slipsager's performance against the performance objectives.

Item 2.02 Results of Operations and Financial Condition.

On March 13, 2006, ABM issued a press release reporting that for the first quarter ended January 31, 2006, the Company expects income from continuing operations will be approximately \$0.07 per diluted share. The press release is attached as Exhibit 99.2 and is incorporated herein by reference.

ABM is in the process of finalizing its fiscal year 2005 financial statements and until that process is completed, its 2005 results of operations and other financial information may be impacted by the occurrence of subsequent events that relate back to an earlier period or by the identification of other matters that arise in the process of completing these financial statements and Form 10-K or by other events.

Forward Looking Statements:

Statements contained in this Current Report on Form 8-K that relate to ABM's current beliefs or expectations, including but not limited to, anticipated adjustments to previously reported financial information, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The actual results of operations will depend upon a number of factors, including, but not limited to, those described above and in the press release attached as Exhibit 99.2. The Company assumes no obligation to update or revise the forward-looking statements in this report.

Item 8.01. Other Events.

On March 9, 2006, the Board of Directors of the Company declared a quarterly dividend of \$0.11 per share, payable on May 8, 2006 to stockholders of record on April 14, 2006. A copy of the press release announcing the declaration of the dividend is attached as Exhibit 99.3, which is incorporated into this item by reference.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

99.1 Chief Executive Officer Performance Objectives for Fiscal Year 2006

99.2 Press Release dated March 13, 2006 regarding expectations for financial results for the quarter ended January 31, 2006.

99.3 Press Release dated March 13, 2006 regarding declaration of a quarterly dividend.

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: March 13, 2006

By: /s/ Linda S. Auwers

Linda S. Auwers
Senior Vice President and
General Counsel

Exhibit Index

99.1 Chief Executive Officer Performance Objectives for Fiscal Year 2006

99.2 Press Release dated March 13, 2006 regarding expectations for financial results for the quarter ended January 31, 2006.

99.3 Press Release dated March 13, 2006 regarding declaration of a quarterly dividend.

**Performance Objectives for
Chief Executive Officer
ABM Industries Incorporated
Fiscal Year 2006**

1. Ensure timely completion of audited financial statements and Sarbanes Oxley Section 404 certification.
 2. Achieve or exceed the profit budget for fiscal 2006 as reviewed by the Board, adjusted to reflect acquisitions and divestitures. Continue to focus on and generate positive cash-flow for the Company, including but not limited to the timely collection of accounts receivable and the avoidance of bad debts. Continue to keep Board members promptly and fully informed of any significant new developments.
 3. Continue the Company's prudent acquisition program, including
 - a. completing integration of consummated acquisitions, and
 - b. increasing activity in larger accretive acquisitions consistent with board-adopted growth strategy.
 4. Continue to develop and structure a strong senior management team and a team of strong operating division presidents and division accounting executives. Continue to provide strong personal leadership, including coaching, mentoring and evaluating executives to help them meet expectations.
 5. Continue to develop and document succession plans for the Company and the operating divisions, including executive development plans for high potential executives. Continue to implement diversity and internal controls programs that foster the appropriate tone at the top.
 6. Work with the Board to continue to develop and further strengthen the Company's long term strategy, developing related communication plans and implementation plans.
 7. Continue to improve the Company's insurance and risk management programs, including increasing the frequency of actuarial reviews.
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8. Complete the process of evaluating possible updates to ABM's branding strategy, and reach conclusion with the Board on a course of action, if any.
9. Strengthen the accounting function. Maintain a team of able financial managers at both the corporate and operating division levels. Increase centralization, uniformity, and standardization of the accounting, information, and control systems.
10. Provide increased leadership to reduce legal risk, and provide accurate early risk assessment.

EXHIBIT 99.2

Contact:
George B. Sundby
Executive Vice President &
Chief Financial Officer
(415) 733-4000

ABM Industries Provides Update on 2006 Earnings Guidance

SAN FRANCISCO, CA — March 13, 2006 — ABM Industries Incorporated (NYSE:ABM), announced today that for the first quarter ended January 31, 2006, the Company now expects income from continuing operations will be approximately \$0.07 per diluted share. For full-year 2006, the Company anticipates income from continuing operations will be in the range of \$0.85 to \$0.95 per diluted share.

The revised outlook for 2006 reflects lower than expected first quarter results, anticipated future losses from a security service business acquired in 2004 and second quarter 2006 professional fees associated with an ongoing independent investigation of accounting errors and related controls in the security segment conducted under the supervision of the Audit Committee of ABM's Board of Directors.

"With the exception of Security, our operating performance remains solid and so far this fiscal year we've seen revenue growth in our four largest operating segments," said Henrik Slipsager, ABM's president and chief executive officer. "Our new guidance largely reflects a lower outlook in the Security service segment in 2006 and the second quarter 2006 costs associated with the Audit Committee's ongoing investigation of the recent accounting errors and related controls in the security segment.

"We're also reviewing programs to improve our financial control environment and help reduce the Company's audit and certification costs through centralized processes," Slipsager concluded.

About ABM Industries

ABM Industries Incorporated is among the largest facility services contractors listed on the New York Stock Exchange. With more than 73,000 employees, ABM provides janitorial, parking, security, engineering and lighting 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 Security, which includes American Commercial Security (ACSS) and Security Services of America (SSA); ABM Facility Services; ABM Engineering; and Amtech Lighting 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) reclassification of accounting items or other matters that lead to protracted delays in the filing of the Company's 2005 Annual Report on Form 10-K or the restatement of prior periods; (2) delays in remediating the material weakness in controls identified in the Company's security business; (3) delays in implementing plans to improve gross margins and profitability in the Company's Security and Lighting segments; (4) a change in the frequency or severity of claims against the Company, a deterioration in claims management, or the cancellation or non-renewal of the Company's primary insurance policies; (5) a change in actuarial analysis that causes an unanticipated change in insurance reserves; (6) labor disputes that lead to a loss of sales and expense variations; (7) acquisition activity slows or is unsuccessful; (8) a decline in commercial office building occupancy and rental rates lowers sales and profitability; (9) weakness in airline travel and the hospitality industry that affects the results of the Company's Parking segment; (10) inadequate technology systems that cannot support the growth of the business; (11) financial difficulties or bankruptcy of a major customer; (12) the loss of long-term customers; (13) intense competition that lowers revenue or reduces margins; (14) an increase in costs that the Company cannot pass on to customers; (15) natural disasters or acts of terrorism that disrupt the Company in providing services; and (16) other issues and uncertainties that may include: new accounting pronouncements or changes in accounting policies, labor shortages that adversely affect the Company's ability to employ entry level personnel, legislation or other governmental action that detrimentally impacts the Company's expenses or reduces sales by adversely affecting the Company's customers,, unanticipated adverse jury determinations, judicial rulings or other developments in litigation to which the Company is subject a reduction or revocation of the Company's line of credit that increases interest expense and the cost of capital, and 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. Additional information regarding these and other risks and uncertainties the Company faces is contained in the Company's Annual Report on Form 10-K and in other reports it files from time to time with the Securities and Exchange Commission. The Company undertakes no obligation to publicly update forward-looking statements, whether as a result of new information, future events or otherwise.

EXHIBIT 99.3**CONTACT:**

George B. Sundby
Executive Vice President and
Chief Financial Officer
ABM Industries Incorporated
(415) 733-4000

ABM INDUSTRIES CONTINUES BEST-EVER QUARTERLY DIVIDEND RATE

SAN FRANCISCO, March 13, 2006 — The Board of Directors of ABM Industries Incorporated (NYSE: ABM) has declared an all-time-high second quarter cash dividend of \$0.11 per common share payable on May 8, 2006 to stockholders of record on April 14, 2006. This will be ABM's 160th consecutive quarterly cash dividend, and is \$0.005 (4.8%) above the \$0.105 per share quarterly dividend rate declared and paid for the second quarter of 2005.

About ABM Industries

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