SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL 3235-0104 OMB Number:

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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* SCAGLIONE DIEGO ANTHONY	2. Date of Event Requiring Staten (Month/Day/Year 01/15/2012	nent 🚺	3. Issuer Name and Ticker or Trading Symbol <u>ABM INDUSTRIES INC /DE/</u> [ABM]					
(Last) (First) (Middle) 551 FIFTH AVENUE, SUITE 300			I. Relationship of Reporting Perso Check all applicable) Director	on(s) to Issue 10% Owne	(Mor	5. If Amendment, Date of Original Filed (Month/Day/Year)		
(Street)			X Officer (give title below) SVP/Treasur	Other (spe below) er	Appl	icable Line)	/Group Filing (Check y One Reporting Person	
NEW YORK NY 10176						Form filed b Reporting P	y More than One erson	
(City) (State) (Zip)								
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			Amount of Securities eneficially Owned (Instr. 4)			. Nature of Indirect Beneficial Ownership nstr. 5)		
Common Stock			7,978 ⁽¹⁾	D				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)								
1. Title of Derivative Security (Instr. 4)	2. Date Exerc Expiration Da (Month/Day/Y	ate	3. Title and Amount of Securi Underlying Derivative Securit		4. Conversion or Exercise	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
Explanation of Responses:	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security			

1. Includes 5,247 RSUs and DERs relating to the RSUs, adjusted to reflect the cumulative effect of fractional shares, and 797 performance shares earned but not yet vested with respect to performance shares granted on 1/11/2010 and 1/11/2011 and DERs related thereto.

Remarks:

By: Barbara L. Smithers, by power of attorney

01/19/2012

** 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 5 (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.

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Sarah H. McConnell or in her absence, Barbara L. Smithers, his or her true and lawful attorney-in-fact to:

- (1) execute and file for and on behalf of the undersigned, in the undersigned's capacity as an officer, director, and/or person who holds more than 10% of the stock of ABM Industries Incorporated (the "Company") Forms 3, Forms 4, and Forms 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, Forms 4, or Forms 5 and timely file such forms with the United States Securities and Exchange Commission and any other authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned, pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his or her discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his or her substitute or substitutes, shall lawfully do or cause to be done pursuant to this power of attorney. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney revokes any previously granted Power of Attorney relating to the subject matter hereof and shall remain in full force and effect until the undersigned is no longer required to file Forms 3, Forms 4, and Forms 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the attorney-in-fact.

The undersigned has caused the Power of Attorney to be executed as of this 11th day of January, 2012.

/s/ Diego Anthony Scaglione Diego Anthony Scaglione