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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): January 10, 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 January 10, 2006, the Governance Committee of the Board of Directors (“Governance Committee”) agreed to continue on a pro rata basis through January 31, 2006, the \$50,000 annual payment to Martinn H. Mandles, the Chairman of the Board, for transition services. The Chairman continues to receive his annual retainer of \$36,000 as a non-employee director and an additional retainer of \$36,000 as Chairman of the Board as well as meeting fees. On January 10, 2006, the Governance Committee also agreed to continue on a pro rata basis through January 31, 2006, the \$100,000 annual payment to Theodore Rosenberg. After January 31, 2006, Mr. Rosenberg will receive the same annual retainer and meeting fees as other non-employee directors.

**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: January 17, 2006

By: /s/ Linda S. Auwers

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Linda S. Auwers  
Senior Vice President and  
General Counsel