

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): September 8, 2004

ABM Industries Incorporated

(Exact name of registrant as specified in its charter)

Delaware

1-8929

94-1369354

(State or other jurisdiction
of incorporation)

(Commission File
Number)

(IRS Employer
Identification No.)

160 Pacific Avenue, Suite 222, San Francisco, California

94111

(Address of principal executive offices)

(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))

Item 2.02 Results of Operations and Financial Condition.

On September 8, 2004, ABM Industries Incorporated issued a press release announcing financial results related to the third quarter of fiscal year 2004. A copy of the press release is attached as Exhibit 99.1, which is incorporated into this item by reference.

Item 8.01 Other Events.

On September 8, 2004, ABM Industries Incorporated issued a press release announcing that a quarterly dividend of \$0.10 per share would be paid on November 1, 2004, to the record holders of common stock as of the close of business on October 11, 2004. A copy of the press release is attached as Exhibit 99.2, which is incorporated into this item by reference.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

99.1 Press release of ABM Industries Incorporated dated September 8, 2004, announcing financial results related to the third quarter of fiscal year 2004.

99.2 Press Release of ABM Industries Incorporated dated September 8, 2004, announcing the declaration of a 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.

Dated: September 8, 2004

ABM INDUSTRIES INCORPORATED

By: /s/ George B. Sundby

George B. Sundby
Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

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- 99.2 Press Release of ABM Industries Incorporated dated September 8, 2004, announcing the declaration of a dividend.

CONTACT:
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Chief Financial Officer
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ABM INDUSTRIES ANNOUNCES THIRD QUARTER FINANCIAL RESULTS

*Third Quarter Income From Continuing Operations
Increases 26.9% to \$13.4 Million on Record Quarterly Revenue*

SAN FRANCISCO, CA — September 8, 2004 — ABM Industries Incorporated (NYSE:ABM), today reported net income for the third quarter of fiscal 2004 of \$13.4 million (\$0.27 per diluted share), compared to \$11.7 million (\$0.23 per diluted share) for the prior year third quarter. Net income for the third quarter of fiscal 2003 includes \$1.2 million (\$0.02 per diluted share) after-tax income from the Elevator operations that were sold to Otis Elevator in the fourth quarter of 2003. Sales and other income for the third quarter of fiscal 2004 were a quarterly record of \$623.8 million, up 9.6% from \$569.1 million in the third quarter of fiscal 2003.

Commenting on the results, Henrik Slipsager, ABM's President and Chief Executive Officer, stated, "We are pleased with our third quarter results, which included record revenue and solid net income growth. Our top four businesses in terms of revenue and operating profits all generated 20% or higher gains in year over year quarterly operating profits. Parking and Security were the two highest with gains of 48.6% and 36.7%, respectively. ABM's operations benefited from recent acquisitions in Security and Janitorial, new business, expanded service to our existing customers, and one fewer day of labor expense in our Janitorial operations."

"Our Lighting business experienced another difficult quarter in terms of achieving revenue and operating profit targets," Mr. Slipsager continued. "We are taking strong measures to improve the operating results of our Lighting business, while continuing to build on the momentum generated in our Janitorial, Security, Engineering, Parking and Facility Service operations."

Net income for the nine months ended July 31, 2004, was \$27.3 million (\$0.55 per diluted share), compared to \$26.0 million (\$0.52 per diluted share) reported for the first nine months of fiscal 2003. Net income for the first nine months of fiscal 2003 included \$2.4 million (\$0.05 per diluted share) after-tax income from the discontinued Elevator operations. Sales and other income for the first nine months of fiscal 2004 were \$1,785 million, up 6.0% from the first nine months of fiscal 2003.

Mr. Slipsager stated, "We remain encouraged about our prospects for growth and believe that we are well positioned to meet our previously issued fiscal 2004 guidance of \$0.80 to \$0.85 per diluted share."

Conference Call

ABM Industries Incorporated will host a conference call on Thursday, September 9, 2004 at 6:00 a.m. Pacific Time (9:00 a.m. Eastern Time). The call, which will be hosted by Henrik Slipsager, President and Chief Executive Officer, and George Sundby, Executive Vice President & Chief Financial Officer, will be broadcast live over the Internet and accessible at www.irconnect.com/primecast/04/q3/abm_3q2004.html for 90 days and through the Investor Relations section of the Company's website at www.abm.com for a period of 12 months. The webcast will be archived online within one hour of the completion of the conference call and available at www.abm.com. In addition to the webcast, a limited number of toll-free telephone lines will also be available for listeners who are among the first to call (877) 440-9648 within fifteen minutes before the event. Telephonic replays will be available for 48 hours after the call by dialing (800) 642-1687, and then entering ID #9837238. The telephonic replay will remain available for a period of 7 days following the call.

About ABM Industries Incorporated

ABM Industries Incorporated is one of the largest facility services contractors listed on the New York Stock Exchange. With fiscal 2003 revenues in excess of \$2.2 billion and more than 70,000 employees, ABM provides janitorial, parking, engineering, security, lighting and mechanical 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 Engineering, American Commercial Security (ACSS), Security Services of America (SSA), Amtech Lighting, CommAir Mechanical and ABM Facility Services.

Certain statements made in this press release, including statements regarding ABM's expected financial performance are forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995 that are subject to meaningful risks and uncertainties. Important factors that could cause actual results to differ materially from those in the forward-looking statements include, but are not limited to: (1) a decline in commercial office building occupancy and rental rates could affect the Company's sales and profitability, (2) an increase in costs that the Company cannot pass on to customers could affect profitability, (3) the financial difficulties or bankruptcy of one or more of the Company's major customers could adversely affect results, (4) the Company could experience major collective bargaining disputes that would lead to the loss of sales or expense increases, (5) the Company is subject to intense competition, (6) the Company's success depends on its ability to preserve its long-term relationships with its customers, (7) weakness in airline travel and the hospitality industry could adversely impact the Company's Parking results, (8) low levels of capital investments by customers could negatively impact the project sales of the Lighting and Mechanical segments, (9) acquisition activity could slow or be unsuccessful, (10) the Company incurs significant accounting and other control costs, which could increase, (11) an inadequacy in the Company's self-insurance reserves, or the cancellation or non-renewal of the Company's primary insurance policies, could adversely impact the Company's results, or (12) other issues and uncertainties which may include: labor shortages that adversely affect the Company's ability to employ entry level personnel, a reduction or revocation of the Company's line of credit that could increase interest expense and the cost of capital, legislation or other governmental action that detrimentally impacts the Company's expenses or reduces sales by adversely affecting the Company's customers such as state or locally-mandated healthcare benefits, new accounting pronouncements or changes in accounting policies, impairment of goodwill and other intangible assets, 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, and inclement weather which could disrupt the Company in providing its services.

BALANCE SHEET SUMMARY

| | July 31, 2004 | October 31, 2003 | Increase (Decrease) |
|--------------------------------------------|------------------|---------------------|------------------------|
| Assets | (UNAUDITED) | | |
| Cash and cash equivalents | \$ 49,501,000 | \$110,947,000 | -55.4% |
| Trade accounts receivable, net | 307,900,000 | 287,906,000 | 6.9% |
| Other current assets | 101,204,000 | 101,795,000 | -0.6% |
| Total current assets | 458,605,000 | 500,648,000 | -8.4% |
| Goodwill | 221,754,000 | 201,866,000 | 9.9% |
| Other intangibles, net | 23,392,000 | 3,691,000 | 533.8% |
| All other assets | 96,863,000 | 89,778,000 | 7.9% |
| Total assets | \$800,614,000 | \$795,983,000 | 0.6% |
| Liabilities | | | |
| Current liabilities | \$244,851,000 | \$256,691,000 | -4.6% |
| Non-current liabilities | 101,036,000 | 95,256,000 | 6.1% |
| Total liabilities | 345,887,000 | 351,947,000 | -1.7% |
| Stockholders' Equity | 454,727,000 | 444,036,000 | 2.4% |
| Total liabilities and stockholders' equity | \$800,614,000 | \$795,983,000 | 0.6% |

SELECTED CASH FLOW INFORMATION (UNAUDITED)

| | Three Months Ended July 31, | | Increase (Decrease) |
|--------------------------------------------------------|-----------------------------|----------------|------------------------|
| | 2004 | 2003 | |
| Net cash flows from continuing operating activities | \$ 6,597,000 | \$25,841,000 | -74.5% |
| Net operational cash flows from discontinued operation | — | (26,000) | — |
| Net Cash Provided By Operating Activities | \$ 6,597,000 | \$25,815,000 | -74.4% |
| Net Cash Used In Investing Activities | \$ (4,866,000) | \$ (5,520,000) | -11.8% |
| Common stock issued | \$ 1,848,000 | \$ 3,553,000 | -48.0% |
| Stock buyback | (9,384,000) | (2,795,000) | 235.7% |
| Dividends paid | (4,869,000) | (4,693,000) | 3.8% |
| Net Cash Used In Financing Activities | \$(12,405,000) | \$ (3,935,000) | 215.2% |
| | Nine Months Ended July 31, | | Increase (Decrease) |
| | 2004 | 2003 | |
| Net cash flows from continuing operating activities | \$ 42,930,000 | \$ 42,782,000 | 0.3% |
| Net operational cash flows from discontinued operation | (30,507,000) | 6,276,000 | — |
| Net Cash Provided By Operating Activities | \$ 12,423,000 | \$ 49,058,000 | -74.7% |
| Net Cash Used In Investing Activities | \$(55,702,000) | \$(26,742,000) | 108.3% |
| Common stock issued | \$ 7,510,000 | \$ 11,227,000 | -33.1% |
| Stock buyback | (11,073,000) | (12,092,000) | -8.4% |
| Dividends paid | (14,604,000) | (14,003,000) | 4.3% |
| Net Cash Used In Financing Activities | \$(18,167,000) | \$(14,868,000) | 22.2% |

INCOME STATEMENT (UNAUDITED)

| | Three Months Ended July 31, | | Increase (Decrease) |
|---------------------------------------------------------|-----------------------------|----------------------|------------------------|
| | 2004 | 2003 | |
| Revenues | | | |
| Sales and other income | \$623,773,000 | \$569,093,000 | 9.6% |
| Expenses | | | |
| Operating expenses and cost of goods sold | 555,348,000 | 511,720,000 | 8.5% |
| Selling, general and administrative expenses | 46,045,000 | 41,404,000 | 11.2% |
| Intangible amortization | 1,294,000 | 285,000 | 354.0% |
| Interest expense | 255,000 | 216,000 | 18.1% |
| | <u>602,942,000</u> | <u>553,625,000</u> | 8.9% |
| Income from continuing operations before income taxes | 20,831,000 | 15,468,000 | 34.7% |
| Income taxes | 7,437,000 | 4,912,000 | 51.4% |
| Income from continuing operations, net of income taxes | 13,394,000 | 10,556,000 | 26.9% |
| Income from discontinued operation, net of income taxes | — | 1,182,000 | — |
| Net Income | <u>\$ 13,394,000</u> | <u>\$ 11,738,000</u> | 14.1% |
| Net Income Per Common Share — Basic | | | |
| From continuing operations | \$ 0.27 | \$ 0.21 | 28.6% |
| From discontinued operation | — | 0.03 | — |
| | <u>\$ 0.27</u> | <u>\$ 0.24</u> | 12.5% |
| Net Income Per Common Share — Diluted | | | |
| From continuing operations | \$ 0.27 | \$ 0.21 | 28.6% |
| From discontinued operation | — | 0.02 | — |
| | <u>\$ 0.27</u> | <u>\$ 0.23</u> | 17.4% |
| Average Common And Common Equivalent Shares | | | |
| Basic | 48,748,000 | 49,269,000 | -1.1% |
| Diluted | 50,226,000 | 50,244,000 | 0.0% |
| | Nine Months Ended July 31, | | Increase (Decrease) |
| | 2004 | 2003 | |
| Revenues | | | |
| Sales and other income | \$1,784,941,000 | \$1,684,074,000 | 6.0% |
| Expenses | | | |
| Operating expenses and cost of goods sold | 1,605,307,000 | 1,520,980,000 | 5.5% |
| Selling, general and administrative expenses | 132,239,000 | 126,183,000 | 4.8% |
| Intangible amortization | 4,138,000 | 844,000 | 390.3% |
| Interest expense | 746,000 | 503,000 | 48.3% |
| | <u>1,742,430,000</u> | <u>1,648,510,000</u> | 5.7% |
| Income from continuing operations before income taxes | 42,511,000 | 35,564,000 | 19.5% |
| Income taxes | 15,177,000 | 12,010,000 | 26.4% |
| Income from continuing operations, net of income taxes | 27,334,000 | 23,554,000 | 16.0% |
| Income from discontinued operation, net of income taxes | — | 2,414,000 | — |
| Net Income | <u>\$ 27,334,000</u> | <u>\$ 25,968,000</u> | 5.3% |
| Net Income Per Common Share — Basic | | | |
| From continuing operations | \$ 0.56 | \$ 0.48 | 16.7% |
| From discontinued operation | — | 0.05 | — |
| | <u>\$ 0.56</u> | <u>\$ 0.53</u> | 5.7% |
| Net Income Per Common Share — Diluted | | | |
| From continuing operations | \$ 0.55 | \$ 0.47 | 17.0% |
| From discontinued operation | — | 0.05 | — |

| | | | | | |
|----------------------------------------------------|----|------------|----|------------|-------|
| | \$ | 0.55 | \$ | 0.52 | 5.8% |
| Average Common And Common Equivalent Shares | | | | | |
| Basic | | 48,658,000 | | 49,105,000 | -0.9% |
| Diluted | | 50,052,000 | | 50,031,000 | 0.0% |

SALES AND OPERATING PROFIT BY SEGMENT (UNAUDITED)

| | Three Months Ended July 31 | | Increase (Decrease) |
|-------------------------------------------------------|----------------------------|------------------------|------------------------|
| | 2004 | 2003 | |
| Sales and Other Income | | | |
| Janitorial | \$367,539,000 | \$343,314,000 | 7.1% |
| Parking | 97,856,000 | 97,835,000 | 0.0% |
| Engineering | 51,550,000 | 44,492,000 | 15.9% |
| Security | 65,012,000 | 41,449,000 | 56.8% |
| Lighting | 27,510,000 | 30,657,000 | -10.3% |
| Other | 13,722,000 | 11,303,000 | 21.4% |
| Corporate | 584,000 | 43,000 | 1258.1% |
| | <u>\$623,773,000</u> | <u>\$569,093,000</u> | 9.6% |
| Operating Profit | | | |
| Janitorial | \$ 17,868,000 | \$ 13,859,000 | 28.9% |
| Parking | 3,457,000 | 2,326,000 | 48.6% |
| Engineering | 3,157,000 | 2,631,000 | 20.0% |
| Security | 2,594,000 | 1,897,000 | 36.7% |
| Lighting | 442,000 | 1,373,000 | -67.8% |
| Other | 531,000 | 333,000 | 59.5% |
| Corporate expenses | (6,963,000) | (6,735,000) | 3.4% |
| Operating Profit From Continuing Operations | <u>21,086,000</u> | <u>15,684,000</u> | 34.4% |
| Interest expense | (255,000) | (216,000) | 18.1% |
| Income from continuing operations before income taxes | <u>\$ 20,831,000</u> | <u>\$ 15,468,000</u> | 34.7% |
| Sales and Other Income | | | |
| Janitorial | \$1,073,475,000 | \$1,017,671,000 | 5.5% |
| Parking | 285,384,000 | 283,909,000 | 0.5% |
| Engineering | 148,527,000 | 134,064,000 | 10.8% |
| Security | 157,986,000 | 118,246,000 | 33.6% |
| Lighting | 83,060,000 | 97,380,000 | -14.7% |
| Other | 35,474,000 | 32,528,000 | 9.1% |
| Corporate | 1,035,000 | 276,000 | 275.0% |
| | <u>\$1,784,941,000</u> | <u>\$1,684,074,000</u> | 6.0% |
| Operating Profit | | | |
| Janitorial | \$ 40,878,000 | \$ 37,236,000 | 9.8% |
| Parking | 6,158,000 | 3,938,000 | 56.4% |
| Engineering | 8,569,000 | 7,247,000 | 18.2% |
| Security | 5,787,000 | 4,399,000 | 31.6% |
| Lighting | 1,726,000 | 3,866,000 | -55.4% |
| Other | 937,000 | 280,000 | 234.6% |
| Corporate expenses | (20,798,000) | (20,899,000) | -0.5% |
| Operating Profit From Continuing Operations | <u>43,257,000</u> | <u>36,067,000</u> | 19.9% |
| Interest expense | (746,000) | (503,000) | 48.3% |
| Income from continuing operations before income taxes | <u>\$ 42,511,000</u> | <u>\$ 35,564,000</u> | 19.5% |

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CONTACT:

George B. Sundby
Executive Vice President &
Chief Financial Officer
ABM Industries Incorporated
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email: gsundby@abm.com

ABM INDUSTRIES CONTINUES BEST-EVER QUARTERLY DIVIDEND RATE

SAN FRANCISCO, September 8, 2004 – The Board of Directors of ABM Industries Incorporated (NYSE: ABM) has declared an all-time-high fourth quarter cash dividend of \$0.10 per common share payable on November 1, 2004 to stockholders of record on October 11, 2004. This will be ABM's 154th consecutive quarterly cash dividend, and is \$0.005 (5.3%) above the \$0.095 per share quarterly dividend rate paid for the fourth quarter of 2003.

ABM Industries Incorporated is one of the largest facility services contractors listed on the New York Stock Exchange. With fiscal 2003 revenues in excess of \$2.2 billion and more than 70,000 employees, ABM provides janitorial, parking, engineering, security, lighting and mechanical services for thousands of commercial, industrial, institutional and retail facilities in hundreds of cities in the United States and British Columbia, Canada. The ABM Family of Services includes ABM Janitorial, Ampco System Parking, ABM Engineering, American Commercial Security Services (ACSS), Security Services of America (SSA), Amtech Lighting, CommAir Mechanical and ABM Facility Services.

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