
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ABM Industries Incorporated
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

94-1369354
(I.R.S. Employer
Identification No.)

551 Fifth Avenue, Suite 300
New York, New York 10176
(Address of Principal Executive Offices)

2006 Equity Incentive Plan
(Full Title of the Plan)

c/o Sarah H. McConnell, Esq.
Senior Vice President, General Counsel
and Corporate Secretary
551 Fifth Avenue, Suite 300
New York, NY 10176
(Name and Address of Agent for Service)

(212) 297-0200
(Telephone Number, Including Area Code, of Agent for Service)

With a copy to:
Kyoko Takahashi Lin, Esq.
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017
(212) 450-4000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount To Be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common shares, \$.01 par value	2,400,000 shares	\$22.49	\$53,976,000.00	\$6,185.65

- (1) This Registration Statement on Form S-8 (the "Registration Statement") covers common stock, par value \$0.01 per share ("Common Stock") of ABM Industries Incorporated (i) issuable pursuant to the 2006 Equity Incentive Plan (as amended and restated, the "Plan") and (ii) pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), an indeterminable number of additional shares of Common Stock that become issuable under the Plan by reason of any stock dividend, stock split or other similar transaction.
- (2) Estimated pursuant to Rule 457(h) and Rule 457(c) under the Securities Act, solely for the purpose of computing the registration fee, based on the average of the high and low prices of the Common Stock reported on the New York Stock Exchange on March 5, 2012.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by ABM Industries Incorporated (the “Company” or the “Registrant”) to register 2,400,000 additional shares of Common Stock, to be offered pursuant to the Company’s 2006 Equity Incentive Plan (as amended and restated, the “Plan”), which Common Stock is in addition to the (a) 2,750,000 shares of Common Stock registered on the Company’s Form S-8 filed on June 5, 2009 (File No. 333-159770) and (b) 2,500,000 shares of Common Stock registered on the Company’s Form S-8 filed on September 12, 2006 (File No. 333-137241) (collectively, the “Prior Registration Statements”).

This Registration Statement is submitted in accordance with General Instruction E to Form S-8 regarding registration of additional securities. Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statements related to the Plan are incorporated by reference herein and made a part of this Registration Statement, except as amended hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed with the Securities and Exchange Commission (the “Commission”) by the Company pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated herein by reference.

- (1) The Company’s Annual Report on Form 10-K for the year ended October 31, 2011.
- (2) All reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since October 31, 2011.
- (3) The description of the Company’s common stock contained in registration statements filed under the Exchange Act on Form 8-A, including any subsequent amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel.

Ms. Sarah H. McConnell, Esq., who is giving an opinion on the validity of the securities being registered, is Senior Vice President, General Counsel and Corporate Secretary for the Company and holds Common Stock of the Company and equity compensation awards with respect to the Common Stock of the Company. She has received and is eligible to receive awards under the Plan.

Item 8. Exhibits.

Exhibit
Number

- 4.1 Restated Certificate of Incorporation of ABM Industries Incorporated (incorporated by reference to Exhibit 3.1 of the Company's annual report on Form 10-K for the period ended October 31, 2003, as filed on January 14, 2004, File No. 001-08929).*
- 4.2 Amended and Restated Bylaws of ABM Industries Incorporated (incorporated by reference to Exhibit 3.2 of the Company's current report on Form 8-K dated December 13, 2010, as filed on December 16, 2010, File No. 001-08929).*
- 5.1 Opinion of Ms. Sarah H. McConnell, Esq., Senior Vice President, General Counsel and Corporate Secretary for ABM Industries Incorporated.
- 23.1 Consent of KPMG LLP, Independent Registered Public Accounting Firm.
- 23.2 Consent of Ms. Sarah H. McConnell, Esq., Senior Vice President, General Counsel and Corporate Secretary for ABM Industries Incorporated (included in Exhibit 5.1).
- 24 Powers of Attorney (included in the signature pages hereof).
- 99.1 ABM Industries Incorporated 2006 Equity Incentive Plan (as amended and restated January 10, 2012) (incorporated herein by reference to Appendix B to the Company's definitive proxy statement filed on February 6, 2012).*

* Incorporated by reference

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant, ABM Industries Incorporated, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on the 8th day of March, 2012.

ABM INDUSTRIES INCORPORATED

By: /s/ Henrik C. Slipsager

Name: Henrik C. Slipsager

Title: President and Chief Executive Officer

POWERS OF ATTORNEY

Know all persons by these presents, that each person whose signature appears below, constitutes and appoints each of Sarah H. McConnell and Barbara L. Smithers as his or her true and lawful attorney-in-fact and agent, upon the action of such appointee, with full power of substitution and resubstitution, to do any and all acts and things and execute, in the name of the undersigned, any and all instruments which each of said attorneys-in-fact and agents may deem necessary or advisable in order to enable ABM Industries Incorporated to comply with the Securities Act of 1933, as amended (the "Securities Act"), and any requirements of the Securities and Exchange Commission (the "Commission") in respect thereof, in connection with the filing with the Commission of this Registration Statement under the Securities Act, including specifically but without limitation, power and authority to sign the name of the undersigned to such Registration Statement, and any amendments to such Registration Statement (including post-effective amendments), and to file the same with all exhibits thereto and other documents in connection therewith, with the Commission, to sign any and all applications, registration statements, notices or other documents necessary or advisable to comply with applicable state securities laws, and to file the same, together with other documents in connection therewith with the appropriate state securities authorities, granting unto each of said attorneys-in-fact and agents full power and authority to do and to perform each and every act and thing requisite or necessary to be done in and about the premises, as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed this 8th day of March, 2012 by the following persons in the following capacities.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Henrik Slipsager</u> Henrik Slipsager	President, Chief Executive Officer and Director (Principal Executive Officer)	March 8, 2012
<u>/s/ James Lusk</u> James Lusk	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	March 8, 2012
<u>/s/ Dean A. Chin</u> Dean A. Chin	Senior Vice President, Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)	March 8, 2012
<u>Dan T. Bane</u>	Director	March 8, 2012
<u>/s/ Linda Chavez</u> Linda Chavez	Director	March 8, 2012
<u>/s/ J. Philip Ferguson</u> J. Philip Ferguson	Director	March 8, 2012
<u>/s/ Anthony G. Fernandes</u> Anthony G. Fernandes	Director	March 8, 2012
<u>/s/ Luke S. Helms</u> Luke S. Helms	Director	March 8, 2012
<u>/s/ Maryellen C. Herring</u> Maryellen C. Herring	Director	March 8, 2012
<u>/s/ William W. Steele</u> William W. Steele	Director	March 8, 2012

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* Incorporated by reference

March 8, 2012

Board of Directors
551 Fifth Avenue, Suite 300
New York, New York 10176

Re: ABM Industries Incorporated Registration Statement on Form S-8

Ladies and Gentlemen:

I am the Senior Vice President and General Counsel of ABM Industries Incorporated, a company incorporated under the laws of Delaware (the "Company").

In connection with the filing by the Company with the Securities and Exchange Commission of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), with respect to an additional 2,400,000 shares of the Company's common stock, \$0.01 par value (the "Common Stock") to be issued pursuant to the terms of the Company's 2006 Equity Incentive Plan (as amended and restated, the "Plan"), I have examined instruments, documents, and records which I deemed relevant and necessary for the basis of my opinion, and I am of the opinion that the Common Stock, when issued in accordance with the provisions of the Plan, will be legally issued, fully paid and nonassessable.

This opinion is addressed to you in connection with the filing by the Company of the Registration Statement with the Securities and Exchange Commission. I consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement, without admitting that I am an expert within the meaning of the Securities Act.

This opinion speaks as of its date and is strictly limited to the matters stated herein and I assume no obligation to review or update this opinion if applicable law or the existing facts or circumstances should change. This opinion is governed by and is to be construed in accordance with Delaware law. It is given on the basis that it will not give rise to any legal proceedings with respect thereto in any jurisdiction other than Delaware.

Very truly yours,

[/s/] Sarah H. McConnell

Sarah H. McConnell
Senior Vice President and General Counsel

Consent of Independent Registered Public Accounting Firm

The Board of Directors
ABM Industries Incorporated:

We consent to the incorporation by reference in the registration statement on Form S-8 of ABM Industries Incorporated related to the registration of 2,400,000 shares of common stock, par value \$0.01 per share, to be issued pursuant to the ABM Industries Incorporated 2006 Equity Incentive Plan, of our report dated December 23, 2011, with respect to the consolidated balance sheets of ABM Industries Incorporated and subsidiaries as of October 31, 2011 and 2010, and the related consolidated statements of income, stockholders' equity and comprehensive income, and cash flows for each of the years in the three-year period ended October 31, 2011, and the related financial statement Schedule II, and the effectiveness of internal control over financial reporting as of October 31, 2011, which report appears in the October 31, 2011 annual report on Form 10-K of ABM Industries Incorporated.

[/s/] KPMG LLP

New York, New York
March 8, 2012