

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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<b>1. Name and Address of Reporting Person*</b> <u>GIACOBBE SCOTT J</u>  (Last) (First) (Middle) <u>ONE LIBERTY PLAZA</u> <u>7TH FLOOR</u>  (Street) <u>NEW YORK NY 10006</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>ABM INDUSTRIES INC /DE/ [ ABM ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP &amp; Chief Operating Officer</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>12/21/2018</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/21/2018		A		7,659 <sup>(1)</sup>	A	\$0.0000	66,465	D	
Common Stock	12/21/2018		A		585 <sup>(2)</sup>	A	\$0.0000	67,050	D	
Common Stock	09/12/2019		A		34 <sup>(3)</sup>	A	\$0.0000	67,084	D	
Common Stock	09/12/2019		F		267	D	\$36.85	66,817 <sup>(4)</sup>	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. Represents the number of shares earned in connection with performance shares previously granted on 1/12/2016, based on achievement of certain targets in the period ended 10/31/2018. Inadvertently, these performance shares were not reported at the time they were earned (12/21/2018), but were reported on a subsequent Form 4 disclosing their vesting and payout on 1/12/2019. As a result, none of these performance shares are being added to the reporting person's beneficial ownership total in this Form 4 to avoid double-counting.
2. Represents the number of shares earned in connection with TSR performance shares previously granted on 9/12/2016, based on TSR performance in the 3-year period ended 10/31/2018 as compared to the S&P SmallCap 600 Index. Such TSR performance shares vested on 9/12/2019. Inadvertently, these TSR performance shares were not reported at the time they were earned (12/21/2018).
3. Dividend equivalent rights (DERs) accrued on earned TSR-performance shares under the 2006 Equity Incentive Plan. Each DER is the economic equivalent of one share of ABM common stock.
4. Includes 24,212 unvested RSUs and DERs relating to the unvested RSUs, adjusted to reflect the cumulative effect of fractional shares.

By: David R. Goldman, by 09/16/2019  
power of attorney

\*\* 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 4 (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.