

**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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1. Name and Address of Reporting Person* <u>MCCLURE JAMES P</u>  (Last) (First) (Middle) 551 FIFTH AVENUE SUITE 300  (Street) NEW YORK NY 10176  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ABM INDUSTRIES INC /DE/ [ ABM ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) 01/13/2015	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	01/13/2015		A		8,393 <sup>(1)</sup>	A	\$0	101,492	D	
Common Stock	01/13/2015		A		3,134 <sup>(2)</sup>	A	\$0	104,626	D	
Common Stock	01/13/2015		A		2,318 <sup>(3)</sup>	A	\$0	106,944 <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)		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)					

**Explanation of Responses:**

1. Represents the number of shares earned in connection with the performance shares previously granted on 3/8/2012, based on achievement of certain targets in the period ending 10/31/2014. These performance shares vest on 3/8/2015.
2. Represents the number of shares earned in connection with the performance shares previously granted on 1/14/2013, based on achievement of certain targets in the period ending 10/31/2014. These performance shares vest on 1/14/2016.
3. Represents the number of shares earned in connection with the performance shares previously granted on 1/14/2014, based on achievement of certain targets in the period ending 10/31/2014. These performance shares vest on 1/14/2017.
4. Includes 64,253 unvested RSUs, 22,366 vested RSUs, the receipt of which has been deferred and DERs relating to the RSUs, adjusted to reflect the cumulative effect of fractional shares, 11,500 performance shares earned but not vested with respect to performance shares granted on 3/8/2012, 6,506 performance shares earned but not vested with respect to performance shares granted on 1/14/2013, 2,318 performance shares earned but not vested with respect to performance shares granted on 1/14/2014, and DERs related thereto.

**Remarks:**

By: Barbara L. Smithers, by 01/15/2015  
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.

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