

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*<br><u>MANDLES MARTINN H</u><br><br>(Last) (First) (Middle)<br><br>(Street)<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>ABM INDUSTRIES INC /DE/ [ ABM ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>01/25/2005</u>                 |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                              | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>Form filed by More than One Reporting Person    |

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                    | 01/25/2005                           |  | M                              |   | 43,463  | A          | \$10    | 76,100  | D  |   |
| Common Stock                    | 01/25/2005                           |  | S <sup>(1)</sup>               |   | 200   | D          | \$18.24 | 75,900  | D  |   |
| Common Stock                    | 01/25/2005                           |  | S                              |   | 500   | D          | \$18.25 | 75,400  | D  |   |
| Common Stock                    | 01/25/2005                           |  | S                              |   | 700   | D          | \$18.26 | 74,700  | D  |   |
| Common Stock                    | 01/25/2005                           |  | S                              |   | 1,500   | D          | \$18.3  | 73,200  | D  |   |
| Common Stock                    | 01/25/2005                           |  | S                              |   | 1,000   | D          | \$18.38 | 72,200  | D  |   |
| Common Stock                    | 01/25/2005                           |  | S                              |   | 200   | D          | \$17.96 | 72,000  | D  |   |
| Common Stock                    | 01/25/2005                           |  | S                              |   | 1,000   | D          | \$18.09 | 71,000  | D  |   |
| Common Stock                    | 01/25/2005                           |  | S                              |   | 1,000   | D          | \$18.1  | 70,000  | D  |   |
| Common Stock                    | 01/25/2005                           |  | S                              |   | 3,000   | D          | \$18.11 | 67,000  | D  |   |
| Common Stock                    | 01/25/2005                           |  | S                              |   | 1,500   | D          | \$18.14 | 65,500  | D  |   |
| Common Stock                    | 01/25/2005                           |  | S                              |   | 12,000  | D          | \$18.15 | 53,500  | D  |   |
| Common Stock                    | 01/25/2005                           |  | S                              |   | 2,000   | D          | \$18.16 | 51,500  | D  |   |
| Common Stock                    | 01/25/2005                           |  | S                              |   | 2,000   | D          | \$18.17 | 49,500  | D  |   |
| Common Stock                    | 01/25/2005                           |  | S                              |   | 8,000   | D          | \$18.18 | 41,500  | D  |   |
| Common Stock                    | 01/25/2005                           |  | S                              |   | 1,000   | D          | \$18.19 | 40,500  | D  |   |
| Common Stock                    | 01/25/2005                           |  | S                              |   | 500   | D          | \$18.2  | 40,000  | D  |   |
| Common Stock                    | 01/25/2005                           |  | S                              |   | 2,900   | D          | \$18.22 | 37,100  | D  |   |
| Common Stock                    | 01/25/2005                           |  | S                              |   | 800   | D          | \$18.23 | 36,300  | D  |   |
| Common Stock                    | 01/25/2005                           |  | M                              |   | 9,879   | A          | \$9.375 | 46,179  | 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 | Title   | Amount or Number of Shares |  |  |   |  |
| Stock Options <sup>(2)</sup>               | \$10   | 01/25/2005                           |  | M                              |   |  | 43,463 | <sup>(3)</sup>   | 01/30/2005      | Common Stock  | 43,463                     | \$0  | 0  | D   |  |
| Stock Options <sup>(4)</sup>               | \$9.375  | 01/25/2005                           |  | M                              |   |  | 9,879  | 06/18/1997 <sup>(5)</sup>                                | 02/01/2005      | Common Stock  | 9,879                      | \$0  | 33,891   | D   |  |

Explanation of Responses:

1. Mr. Mandles' employment with ABM ended on November 1, 2004. He has 90 days to exercise options as reflected in this filing. He sold only those shares (39,800) necessary to pay the exercise price and related withholding taxes.

- 2. Price Vested Performance Options.
- 3. Vested during the first four years at a rate tied to the price of ABM's common stock, 25% at each of \$12,50, \$15.00, \$17.50 and \$20 and to the extent not accelerated, vested 12/17/2004.
- 4. Employee Time Vested Incentive Options.
- 5. On the anniversary date of the grant, vest 20% each year for five years.

s/Martinn H. Mandles

01/26/2005

\*\* 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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