

**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>HERRINGER MARYELLEN C</u>  (Last) (First) (Middle) 551 FIFTH AVENUE SUITE 300  (Street) NEW YORK NY 10176  (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 09/20/2012	
	<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	09/20/2012		M		10,000	A	\$14.87	114,226	D	
Common Stock	09/20/2012		S		1,100	D	\$18.7	113,126	D	
Common Stock	09/20/2012		S		600	D	\$18.7001	112,526	D	
Common Stock	09/20/2012		S		100	D	\$18.7011	112,426	D	
Common Stock	09/20/2012		S		100	D	\$18.7015	112,326	D	
Common Stock	09/20/2012		S		200	D	\$18.702	112,126	D	
Common Stock	09/20/2012		S		100	D	\$18.7024	112,026	D	
Common Stock	09/20/2012		S		100	D	\$18.7025	111,926	D	
Common Stock	09/20/2012		S		100	D	\$18.705	111,826	D	
Common Stock	09/20/2012		S		1,000	D	\$18.71	110,826	D	
Common Stock	09/20/2012		S		100	D	\$18.7101	110,726	D	
Common Stock	09/20/2012		S		100	D	\$18.7122	110,626	D	
Common Stock	09/20/2012		S		100	D	\$18.7125	110,526	D	
Common Stock	09/20/2012		S		100	D	\$18.715	110,426	D	
Common Stock	09/20/2012		S		800	D	\$18.72	109,626	D	
Common Stock	09/20/2012		S		100	D	\$18.7201	109,526	D	
Common Stock	09/20/2012		S		100	D	\$18.7225	109,426	D	
Common Stock	09/20/2012		S		800	D	\$18.73	108,626	D	
Common Stock	09/20/2012		S		200	D	\$18.7301	108,426	D	
Common Stock	09/20/2012		S		200	D	\$18.7325	108,226	D	
Common Stock	09/20/2012		S		500	D	\$18.76	107,726	D	
Common Stock	09/20/2012		S		400	D	\$18.7601	107,326	D	
Common Stock	09/20/2012		S		200	D	\$18.7619	107,126	D	
Common Stock	09/20/2012		S		378	D	\$18.77	106,748	D	
Common Stock	09/20/2012		S		300	D	\$18.79	106,448	D	
Common Stock	09/20/2012		S		100	D	\$18.8001	106,348	D	
Common Stock	09/20/2012		S		100	D	\$18.8019	106,248 <sup>(1)</sup>	D	

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Deemed Execution Date, if any (Month/Day/Year)	5. 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)
Stock Options <sup>(2)</sup>	\$14.87	09/20/2012		M	(3)	Common Stock	\$0	0	D	

**Explanation of Responses:**

1. Includes 7,174 unvested RSUs, 11,766 vested RSUs, the receipt of which has been deferred and DERs relating to the unvested and vested RSUs, adjusted to reflect the cumulative effect of fractional shares.
2. Non-employee director stock options.
3. 20% on 11/1/2003, and 20% on the anniversary date each of the following four years.

**Remarks:**

By: Barbara L. Smithers, by power of attorney      09/21/2012

\*\* 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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