

ABM INDUSTRIES INC /DE/
Form 4
March 20, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCCLURE JAMES P

2. Issuer Name and Ticker or Trading Symbol
ABM INDUSTRIES INC /DE/
[ABM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
8101 WEST SAM HOUSTON
PARKWAY

3. Date of Earliest Transaction
(Month/Day/Year)
03/14/2008

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice President

(Street)
HOUSTON, TX 77072

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 03/14/2008 | | M | | 10,000 A \$ 18.297 | 82,875 ⁽¹⁾ | D |
| Common Stock | 03/14/2008 | | S | | 100 D \$ 20.48 | 82,775 | D |
| Common Stock | 03/14/2008 | | S | | 100 D \$ 20.49 | 82,675 | D |
| Common Stock | 03/14/2008 | | S | | 100 D \$ 20.53 | 82,575 | D |
| Common Stock | 03/14/2008 | | S | | 100 D \$ 20.37 | 82,475 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------|--------|---|
| Common Stock | 03/14/2008 | S | 100 | D | \$ 20.4 | 82,375 | D |
| Common Stock | 03/14/2008 | S | 100 | D | \$ 20.33 | 82,275 | D |
| Common Stock | 03/14/2008 | S | 100 | D | \$ 20.205 | 82,175 | D |
| Common Stock | 03/14/2008 | S | 100 | D | \$ 20.23 | 82,075 | D |
| Common Stock | 03/14/2008 | S | 200 | D | \$ 20.27 | 81,875 | D |
| Common Stock | 03/14/2008 | S | 200 | D | \$ 20.29 | 81,675 | D |
| Common Stock | 03/14/2008 | S | 200 | D | \$ 20.5 | 81,475 | D |
| Common Stock | 03/14/2008 | S | 200 | D | \$ 20.57 | 81,275 | D |
| Common Stock | 03/14/2008 | S | 300 | D | \$ 20.36 | 80,975 | D |
| Common Stock | 03/14/2008 | S | 300 | D | \$ 20.26 | 80,675 | D |
| Common Stock | 03/14/2008 | S | 300 | D | \$ 20.34 | 80,375 | D |
| Common Stock | 03/14/2008 | S | 300 | D | \$ 20.42 | 80,075 | D |
| Common Stock | 03/14/2008 | S | 300 | D | \$ 20.28 | 79,775 | D |
| Common Stock | 03/14/2008 | S | 300 | D | \$ 20.31 | 79,475 | D |
| Common Stock | 03/14/2008 | S | 300 | D | \$ 20.35 | 79,175 | D |
| Common Stock | 03/14/2008 | S | 400 | D | \$ 20.25 | 78,775 | D |
| Common Stock | 03/14/2008 | S | 400 | D | \$ 20.32 | 78,375 | D |
| Common Stock | 03/14/2008 | S | 500 | D | \$ 20.3 | 77,875 | D |
| Common Stock | 03/14/2008 | S | 800 | D | \$ 20.24 | 77,075 | D |
| Common Stock | 03/14/2008 | S | 800 | D | \$ 20.22 | 76,275 | D |
| | 03/14/2008 | S | 1,400 | D | \$ 20.21 | 74,875 | D |

Common
Stock

Common Stock 03/14/2008 S 2,000 D \$ 20.2 72,875 ⁽¹⁾ D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Options | \$ 18.297 | 03/14/2008 | | M | 10,000 | ⁽²⁾ 03/17/2008 | Common Stock | 10,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

| | | | |
|----------|-----------|-----------|-------|
| Director | 10% Owner | Officer | Other |
| | | Executive | |
| | | Vice | |
| | | President | |

MCCLURE JAMES P
8101 WEST SAM HOUSTON PARKWAY
HOUSTON, TX 77072

Signatures

James P. McClure 03/20/2008

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Includes 14,142 RSUs.

(2)

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Price-Vested Performance Stock Options that 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 \$20.00

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