

SLIPSAGER HENRIK C
Form 4
December 17, 2010

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 *
SLIPSAGER HENRIK C

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)
551 FIFTH AVENUE, SUITE 300
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/15/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

NEW YORK CITY, NY 10176

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 | 12/15/2010 | | M | | 20,000 A \$ 15.375 | 204,266 | D |
| Common Stock | 12/15/2010 | | S | | 100 D \$ 25.875 | 204,166 | D |
| Common Stock | 12/15/2010 | | S | | 100 D \$ 25.93 | 204,066 | D |
| Common Stock | 12/15/2010 | | S | | 98 D \$ 25.92 | 203,968 | D |
| Common Stock | 12/15/2010 | | S | | 800 D \$ 25.9 | 203,168 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|------------------------|---|
| Common Stock | 12/15/2010 | S | 233 | D | \$ 25.91 | 202,935 | D |
| Common Stock | 12/15/2010 | S | 1,200 | D | \$ 25.87 | 201,735 | D |
| Common Stock | 12/15/2010 | S | 1,000 | D | \$ 25.89 | 200,735 | D |
| Common Stock | 12/15/2010 | S | 2,724 | D | \$ 25.86 | 198,011 | D |
| Common Stock | 12/15/2010 | S | 7,143 | D | \$ 25.85 | 190,868 | D |
| Common Stock | 12/15/2010 | S | 1,300 | D | \$ 25.88 | 189,568 ⁽¹⁾ | D |

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

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 control number.

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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 | \$ 15.375 | 12/15/2010 | | M | 20,000 | ⁽²⁾ 12/19/2010 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| SLIPSAGER HENRIK C 551 FIFTH AVENUE SUITE 300 NEW YORK CITY, NY 10176 | X | | President & CEO | |

Signatures

By: Barbara L. Smithers, by power of
attorney

12/17/2010

__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).

Includes 51,256 unvested RSUs, 22,171 vested RSUs, the receipt of which has been deferred and DERs relating to the RSUs, adjusted to reflect the cumulative effect of fractional shares, and 23,828 performance shares earned but not vested with respect to performance shares

(1) granted on 1/12/2009 and DERs related thereto. Sales of ABM shares were made pursuant to a 10b5-1 Plan related to 60,000 stock options scheduled to expire on December 19, 2010. Mr. Slipsager sold shares sufficient to cover the exercise price of the options and applicable taxes.

(2) 20% exercisable on 12/19/2001 and 20% exercisable on the anniversary date of each of the following 4 years.

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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