

ABM INDUSTRIES INC /DE/

Form 4

January 14, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CHIN DEAN A

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)
01/11/2014

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP - Chief Accounting Officer

NEW YORK, NY 10176

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	01/11/2014		F	1,013 D (A) or (D)	\$ 28.39	13,027	D
Common Stock	01/11/2014		A	1,496 (1)	A \$ 0	14,523	D
Common Stock	01/11/2014		A	786 (2)	A \$ 0	15,309	D
Common Stock	01/11/2014		A	853 (3)	A \$ 0	16,161 (4)	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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CHIN DEAN A 551 FIFTH AVENUE SUITE 300 NEW YORK, NY 10176	SVP - Chief Accounting Officer

Signatures

By: Barbara L. Smithers, by power of attorney 01/14/2014

__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) Represents the number of shares earned in connection with the performance shares previously granted on 1/11/2011, based on achievement of certain targets in the period ending 10/31/2013. These performance shares vested on 1/11/2014.
- (2) 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 10/31/2013. These performance shares vest on 3/8/2015.
- (3) 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 10/31/2013. These performance shares vest on 1/14/2016.
- (4) Includes 9,674 RSUs, adjusted to reflect the cumulative effect of fractional shares, 786 performance shares earned but not vested with respect to performance shares granted on 3/8/2012, 853 performance shares earned but not vested with respect to performance shares

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granted on 1/14/2013, and DERs related thereto.

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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