

ABM INDUSTRIES INC /DE/  
Form SC 13D/A  
April 13, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 11)**

**ABM INDUSTRIES INCORPORATED**

**(Name of Issuer)**

**Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**000957100**

**(CUSIP Number)**

**Janet McCloud, Esq.**

**Glaser, Weil, Fink, Jacobs, Howard & Shapiro, LLP**

**10250 Constellation Blvd., 19<sup>th</sup> Floor**

**Los Angeles, CA 90067**

**(310) 553-3000**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**April 1, 2010**

**(Date of Event which Requires Filing of this Statement)**

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 000957100

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

THE THEODORE ROSENBERG TRUST

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

N/A

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

United States

7. Sole Voting Power

Number of Shares 4,819,075  
Beneficially Owned by 8. Shared Voting Power

Each Reporting Person 9. Sole Dispositive Power

With

4,819,075  
10. Shared Dispositive Power

11. Aggregate Amount Beneficially Owned by Each Reporting Person

4,819,075

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11)

9.3% \*

14. Type of Reporting Person (See Instructions)

OO

\* Percentage calculated on the basis of 51,917,607 shares of Common Stock issued and outstanding on February 26, 2010.

This Amendment No. 11 amends and supplements the Statement on Schedule 13D dated January 20, 1988, of The Theodore Rosenberg Trust (the Trust), as amended and supplemented by Amendments No. 1 through No. 10 thereto (collectively, the Schedule 13D). Each item below amends and supplements the information disclosed under the corresponding item of the Schedule 13D. Capitalized terms used herein and not otherwise defined in this Amendment No. 11 shall have the meanings set forth in the Schedule 13D.

**Item 2. Identity and Background.**

Mr. Theodore Rosenberg passed away on April 1, 2010. Pursuant to the Trust Agreement, the Trust is now irrevocable.

**Item 5. Interest in Securities of the Issuer.**

(a)&(b) The Trust and each of the Co-Trustees beneficially owns the number and percentages of the outstanding shares of Common Stock set forth in Annex B hereto (subject to the disclaimers of beneficial ownership set forth in Annex B), and such information is incorporated herein by this reference.

(c) Not applicable.

(d) Not applicable.

(e) Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

April 12, 2010

THE THEODORE ROSENBERG TRUST

By: Bank of America, N.A., Trustee

By: /s/ ALMA D. BANUELOS  
Name: **Alma D. Banuelos**  
Title: **Managing Director**

By: /s/ MARTINN H. MANDLES  
Name: **Martinn H. Mandles**  
Title: **Trustee**

By: /s/ EDWARD S. MATTHEWS  
Name: **Edward S. Matthews**  
Title: **Trustee**

By: /s/ JEROLD B. ROSENBERG  
Name: **Jerold B. Rosenberg**  
Title: **Trustee**

**BENEFICIAL OWNERSHIP TABLE**

As of April 1, 2010, the Trust and the Trustees (other than Bank of America) beneficially owned (subject to the disclaimers of beneficial ownership set forth in the footnotes below) the number and percentages of the outstanding shares of Common Stock shown below. The beneficial ownership of Bank of America is set forth on page 3 of the Schedule 13G/A filed on April 9, 2010, a copy of which is attached hereto and incorporated herein by this reference.

Name	Shares with Sole Voting and Dispositive Power	Shares with Shared Voting and Dispositive Power	Total Number of Shares	Percent of Outstanding Shares (1)
The Theodore Rosenberg Trust	4,819,075 (2)	-0-	4,819,075 (2)	9.3%
Martinn H. Mandles	22,612 (3)	23,396 (4)(5)	46,008 (3)(4)	*
Edward S. Matthews	-0-	-0- (5)	-0- (5)	*
Jerold B. Rosenberg	63,760	-0- (5)	63,760 (5)	*

\* Less than 1%.

- (1) Based upon 51,917,607 shares of Common Stock outstanding on February 26, 2010.
- (2) The shares of Common Stock held by the Trust may not be voted or disposed of unless a majority of the four Co-Trustees consent. Therefore, none of the Trustees individually has or shares absolute voting or dispositive power over the Common Stock held by the Trust.
- (3) Includes 8,752 shares of Common Stock held by The Donald Schaumer Trust (of which Mr. Mandles is sole trustee), and 13,860 shares of Common Stock held by The David W. Steele Trust (of which Mr. Mandles spouse is sole trustee), as to which Mr. Mandles disclaims beneficial ownership.
- (4) Includes 20,421 shares of Common Stock held by The Leo L. Schaumer Trust (of which Mr. Mandles is co-trustee with Bank of America), as to which Mr. Mandles disclaims beneficial ownership, and 2,975 shares of Common Stock held by The Mandles Family Trust (of which Mr. Mandles is co-trustee with his spouse). Does not include 4,819,075 shares of Common Stock held by the Trust, and 1,080,000 shares of Common Stock held by The Sydney J. Rosenberg Trust (of which Mr. Mandles is co-trustee with Bank of America and Mr. S. Brad Rosenberg), of which Mr. Mandles disclaims beneficial ownership.
- (5) Does not include 4,819,075 shares of Common Stock held by the Trust, (of which Mr. Matthews and Mr. Jerold B. Rosenberg disclaim beneficial ownership).

CUSIP No 000957100

13G

Page 3 of 13 Pages

**1** NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):

**2** Bank of America, NA 94-1687665  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) "

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION

United States

**5** SOLE VOTING POWER

964,170

**6** SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6,639,743

**7** SOLE DISPOSITIVE POWER

1,087,732

**8** SHARED DISPOSITIVE POWER

**9** 6,522,515  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,610,247



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**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

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**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

14.7%

**12** TYPE OF REPORTING PERSON (See Instructions)

BK