

FARWELL DAVID L
 Form 4
 January 14, 2009

FORM 4

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

OMB APPROVAL

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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 *
 FARWELL DAVID L

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)
 01/12/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP/Chief of Staff/Treasurer

NEW YORK, 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 (D) Price | | |
| Common Stock ⁽¹⁾ | 01/12/2009 | | M | | 3,203 ⁽²⁾ \$ 0 | A | 8,085 ⁽³⁾ D |
| Common Stock ⁽¹⁾ | 01/12/2009 | | F | | 1,146 \$ 17.9 | D | 6,939 ⁽³⁾ D |
| Common Stock ⁽¹⁾ | 01/12/2009 | | A | | 1,195 \$ 0 | A | 8,134 ⁽⁴⁾ D |

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

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number.

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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Stock Options ⁽⁵⁾ | \$ 17.9 | 01/12/2009 | | A | 3,742 | ⁽⁶⁾ 01/12/2016 | Common Stock | 3,742 |
| Performance Shares | \$ 0 | 01/12/2009 | | M | 3,810 | ⁽⁷⁾ ⁽⁸⁾ | Common Stock | 3,810 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FARWELL DAVID L 551 FIFTH AVENUE SUITE 300 NEW YORK, NY 10176 | | | SVP/Chief of Staff/Treasurer | |

Signatures

By: Barbara L. Smithers, by power of attorney 01/14/2009

**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) Dividend equivalent rights (DERs) accrued on the restricted stock units granted under the 2006 Equity Incentive Plan, which vest in the same manner as the restricted stock units to which they relate. Each DER is the economic equivalent of one share of ABM common stock.
- (2) Represents the number of shares acquired in connection with the conversion of performance shares reported on Table II, based on the achievement of certain performance targets in the period ending 10/31/2008, including the share underlying the DERs relating thereto.
- (3) Includes 3,433 RSUs.
- (4) Includes 4,628 RSUs.
- (5) Stock option grant under the 2006 Equity Incentive Plan.
- (6) 25% exercisable on 1/12/2010 and 25% on the anniversary date of each of the following 3 years.

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(7) Not applicable.

(8) No expiration date.

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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