

LUSK JAMES S
Form 4
March 13, 2012

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 *
LUSK JAMES S

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)
03/12/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President/CFO

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)
				(A) or (D)	Price		
Common Stock	03/12/2012		S	1,900	D \$ 23	50,107	D
Common Stock	03/12/2012		S	500	D \$ 23.01	49,607	D
Common Stock	03/12/2012		S	828	D \$ 23.02	48,779	D
Common Stoci	03/12/2012		S	72	D \$ 23.03	48,707	D
Common Stock	03/12/2012		S	200	D \$ 23.04	48,507	D

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Common Stock	03/12/2012	S	400	D	\$ 23.05	48,107	D
Common Stock	03/12/2012	S	100	D	\$ 23.06	48,007	D
Common Stock	03/12/2012	S	500	D	\$ 23.07	47,507	D
Common Stock	03/12/2012	S	137	D	\$ 23.09	47,370	D
Common Stock	03/12/2012	S	200	D	\$ 23.1	47,170	D
Common Stock	03/12/2012	S	200	D	\$ 23.11	46,970	D
Common Stock	03/12/2012	S	200	D	\$ 23.12	46,770	D
Common Stock	03/12/2012	S	200	D	\$ 23.13	46,570 ⁽¹⁾ ⁽²⁾	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 (Instr. 6)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Code V (A) (D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

LUSK JAMES S
551 FIFTH AVENUE
SUITE 300
NEW YORK, NY 10176

Executive Vice President/CFO

Signatures

By: Barbara L. Smithers, by power of
attorney

03/13/2012

__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 32,949 unvested RSUs, 1,638 vested RSUs, the receipt of which has been deferred and DERs relating to the RSUs, adjusted to
(1) reflect the cumulative effect of fractional shares, and 5,093 performance shares earned but not vested with respect to performance shares granted on 1/11/2010 and 1/11/2011, and DERs related thereto.

(2) Mr. Lusk has paid ABM the short-swing profits resulting from these transactions.

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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