ABM INDUSTRIES INC /DE/

Form 4

January 14, 2016

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Ad FARWELL	*	orting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			ABM INDUSTRIES INC /DE/ [ABM]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% OwnerX_ Officer (give title Other (specify			
551 FIFTH AVENUE, SUITE 300			01/12/2016	below) below) Senior Vice President			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
NEW VODE	7 NW 10174	4	Filed(Month/Day/Year)	Applicable Line) _X_Form filed by One Reporting PersonForm filed by More than One Reporting			
NEW YORK, NY 10176				Person			

(City)	(State) (Zip) Tabl	e I - Non-D	Perivative Securities Ac	cquired, Disposed	of, or Beneficial	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transacti	onAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial

Security	(Month/Day/Year)	Execution Date, ii	TransactionAcquired (A) or				Securities	Form: Direct	mairect
(Instr. 3)		any	Code	Disposed of	of (D))	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and :	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
				(A)		Reported			
				,	(A) or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	01/12/2016		A	2,335 (1)	A	\$0	41,330	D	
Common Stock	01/12/2016		A	785 <u>(2)</u>	A	\$0	42,115	D	
Common Stock	01/12/2016		A	370 <u>(3)</u>	A	\$0	42,485 (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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m: .1	or		
						Exercisable	Date	Title	Number		
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FARWELL DAVID L 551 FIFTH AVENUE SUITE 300

Senior Vice President

NEW YORK, NY 10176

Signatures

By: Barbara L. Smithers, by power of attorney

01/14/2016

**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 1/14/2013, based on achievement of certain targets in the period ending 10/31/2015. These performance shares vest on 1/14/2016.
- (2) Represents the number of shares earned in connection with the performance shares previously granted on 1/14/2014, based on achievement of certain targets in the period ending 10/31/2015. These performance shares vest on 1/14/2017.
- (3) Represents the number of shares earned in connection with the performance shares previously granted on 1/15/2015, based on achievement of certain targets in the period ending 10/31/2015. These performance shares vest on 1/15/2018.
- Includes 7,462 RSUs, and DERs relating to the RSUs, 1,358 performance shares earned but not vested with respect to performance shares (4) granted on 1/14/2014, 370 performance shares earned but not vested with respect to performance shares granted on 1/15/2015, and DERs related thereto.

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