

McConnell Sarah H
 Form 4
 January 11, 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 *
 McConnell Sarah H

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)
 01/09/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP/GEN. COUNSEL/CORP. SECTY.

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 (A) or (D) Price		
Common Stock	01/09/2012		A		800 ⁽¹⁾ A \$ 0 27,836	D	
Common Stock	01/09/2012		A		1,564 ⁽²⁾ A \$ 0 29,400 ⁽³⁾	D	

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

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
McConnell Sarah H 551 FIFTH AVENUE SUITE 300 NEW YORK, NY 10176			SVP/GEN. COUNSEL/CORP. SECTY.	

Signatures

By: Barbara L. Smithers, by power of attorney 01/11/2012

__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).
- (1) Represents the number of shares earned in connection with the performance shares previously granted on 1/11/2010, based on the achievement of certain targets in the period ending 10/31/2011. These performance shares vest on 1/11/2013.
- (2) Represents the number of shares earned in connection with the performance shares previously granted on 1/11/2011, based on the achievement of certain targets in the period ending 10/31/2011. These performance shares vest on 1/11/2014.
- (3) Includes 13,547 unvested RSUs, 5,238 vested RSUs, the receipt of which has been deferred and DERS relating to the RSUs, adjusted to reflect the cumulative effect of fractional shares, and 6,185 performance shares earned but not vested with respect to performance shares granted on 1/12/2009, 1/11/2010, and 1/11/2011, 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.