

LUSK JAMES S

Form 4

December 17, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)
12/13/2012

____ Director ____ 10% Owner
X 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)
X 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	12/13/2012		S		200	D	\$ 20.15	53,656 D
Common Stock	12/13/2012		S		200	D	\$ 20.165	53,456 D
Common Stock	12/13/2012		S		800	D	\$ 20.17	52,656 D
Common Stock	12/13/2012		S		500	D	\$ 20.18	52,156 D
Common Stock	12/13/2012		S		1,005	D	\$ 20.19	51,151 D

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Common Stock	12/13/2012	S	800	D	\$ 20.2	50,351	D
Common Stock	12/13/2012	S	400	D	\$ 20.21	49,951	D
Common Stock	12/13/2012	S	300	D	\$ 20.26	49,651	D
Common Stock	12/13/2012	S	2,099	D	\$ 20.27	47,552	D
Common Stock	12/13/2012	S	200	D	\$ 20.28	47,352	D
Common Stock	12/13/2012	S	400	D	\$ 20.3	46,952	D
Common Stock	12/13/2012	S	100	D	\$ 20.305	46,852	D
Common Stock	12/13/2012	S	100	D	\$ 20.31	46,752	D
Common Stock	12/13/2012	S	100	D	\$ 20.325	46,652	D
Common Stock	12/13/2012	S	100	D	\$ 20.33	46,552	D
Common Stock	12/13/2012	S	97	D	\$ 20.35	46,455	D
Common Stoc	12/13/2012	S	200	D	\$ 20.36	46,255	D
Common Stock	12/13/2012	S	99	D	\$ 20.37	46,156	D
Common Stock	12/13/2012	S	100	D	\$ 20.38	46,056	D
Common Stock	12/13/2012	S	600	D	\$ 20.41	45,456	D
Common Stock	12/13/2012	S	100	D	\$ 20.435	45,356 ⁽¹⁾	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)

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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 Repor 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
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 12/17/2012

__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 38,292 unvested RSUs, 1,673 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 5,204 performance shares earned but not vested with respect to performance shares granted on 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.

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