

ABM INDUSTRIES INC /DE/
Form 4
March 10, 2015

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 *
PRICE TRACY K

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)
03/06/2015

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 03/06/2015 | | M | | 23,009 | A | \$ 19.09 |
| | | | | | | | 105,590 |
| Common Stock | 03/06/2015 | | S | | 23,009 | D | \$ 29.4041 |
| | | | | | | | <u>(1)</u> |
| Common Stock | 03/08/2015 | | F | | 5,634 | D | \$ 29.37 |
| | | | | | | | 76,947 |
| Common Stock | 03/09/2015 | | M | | 316 | A | \$ 19.09 |
| | | | | | | | 77,263 |
| Common Stock | 03/09/2015 | | S | | 316 | D | \$ 29.4313 |
| | | | | | | | 76,947 |

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(2)

| | | | | | | | |
|--------------|------------|---|--------|---|------------|------------|---|
| Common Stock | 03/09/2015 | M | 16,892 | A | \$ 18.31 | 93,839 | D |
| Common Stock | 03/09/2015 | S | 16,892 | D | \$ 29.4313 | 76,947 | D |
| Common Stock | 03/09/2015 | M | 6,648 | A | \$ 25.3 | 83,595 | D |
| Common Stock | 03/09/2015 | S | 6,648 | D | \$ 29.4313 | 76,947 (3) | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (4) | \$ 19.09 | 03/06/2015 | | M | 23,009 | (5) 09/13/2018 | Common Stock | 23,009 |
| Stock Options (4) | \$ 19.09 | 03/09/2015 | | M | 316 | (5) 09/13/2018 | Common Stock | 316 |
| Stock Options (4) | \$ 18.31 | 03/09/2015 | | M | 16,892 | (6) 10/11/2019 | Common Stock | 16,892 |
| Stock Options (4) | \$ 25.3 | 03/09/2015 | | M | 6,648 | (7) 09/06/2020 | Common Stock | 6,648 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PRICE TRACY K 551 FIFTH AVENUE SUITE 300 NEW YORK, NY 10176 | | | Executive Vice President | |

Signatures

By: Barbara L. Smithers, by power of attorney 03/10/2015

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.36 to \$29.46, inclusive. The reporting person undertakes to provide to ABM Industries Incorporated, any security holder of ABM Industries Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 1 of this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.28 to \$29.58, inclusive. The reporting person undertakes to provide to ABM Industries Incorporated, any security holder of ABM Industries Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 2 of this Form 4.

(3) Includes 46,353 RSUs, and DERs related to the RSUs, 6,542 performance shares earned but not vested with respect to performance shares granted on 1/14/2013, 2,330 performance shares earned but not vested with respect to performance shares granted on 1/14/2014, and DERs related thereto. Adjustments have also been made to reflect the cumulative effect of fractional shares and the final performance achievement related to performance shares granted on 3/8/2012.

(4) Stock options granted under the 2006 Equity Incentive Plan.

(5) 25% exercisable on 9/13/2012 and 25% on the anniversary date of each of the following three years.

(6) 25% exercisable on 10/11/2013 and 25% on the anniversary date of each of the following three years.

(7) 25% exercisable on 9/6/2014 and 25% on the anniversary date of each of the following three years.

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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