ZACCAGNINI STEVE

Form 4

February 04, 2009

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

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... 0.5

Estimated average

OMB APPROVAL

See Instruction 1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * ZACCAGNINI STEVE | | | 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) 551 FIFTH AVENUE, SUITE 300 | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/02/2009 | Director 10% OwnerX_ Officer (give title Other (speci- below) below) Executive Vice President | | | |
| NEW VODV | (Street) | | 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 | | | |
| NEW YORK, NY 10176 | | | | Person | | | |

| (City) | (State) | (Zip) Tabl | e I - Non-D | erivative | Secur | rities Acq | uired, Disposed o | f, or Beneficial | ly 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. Securi on(A) or D (Instr. 3, | ispose 4 and (A) or | d of (D) | 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) |
| Common Stock | 02/02/2009 | | A | 75 <u>(1)</u> | A | \$ 14.94 | 26,478 (2) | D | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transacti Code (Instr. 8) | Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Pri Deriv Secur (Instr |
|---|---|---|---|---------------------------------------|------------|--|--------------------|---|--|------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Dividend Equivalent Rights (3) | (3) | 02/02/2009 | | A | 104 | (3) | (3) | Common Stock | 104 | \$ |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ZACCAGNINI STEVE 551 FIFTH AVENUE SUITE 300 NEW YORK, NY 10176

Executive Vice President

Signatures

By: Barbara L. Smithers, by power of attorney 02/04/2009

**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) Dividend equivalent rights (DERs) accrued on the restricted stock units granted under the 2006 Equity Incentive Plan. DERs vest in the same manner as the restricted stock units to which they relate. Each DER is the economic equivalent of one share of ABM common stock.
- (2) Includes 11,849 previously reported RSUs and DERs relating to the RSUs.
- Dividend Equivalent Rights (DERs) accrued on the performance shares granted on 1/8/2008 under the 2006 Equity Incentive Plan. Each

 (3) DER is the economic equivalent of one share of ABM common stock. DERs vest in the same manner as the performance shares to which they relate.

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.

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