

Andre Erin M
Form 4
March 15, 2012

FORM 4

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

OMB APPROVAL

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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 *
Andre Erin M

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)
03/13/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP - Human Resources

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 | 03/13/2012 | | S | | 3,043 | D | \$ 23.3 |
| Common Stock | 03/13/2012 | | M | | 1,977 | A | \$ 21.49 |
| Common Stock | 03/13/2012 | | S | | 690 | D | \$ 23.25 |
| Common Stock | 03/13/2012 | | S | | 1,287 | D | \$ 23.33 |
| Common Stock | 03/13/2012 | | M | | 11,467 | A | \$ 19.48 |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 03/13/2012 | S | 100 | D | \$ 23.24 | 19,141 | D |
| Common Stock | 03/13/2012 | S | 10 | D | \$ 23.25 | 19,131 | D |
| Common Stock | 03/13/2012 | S | 500 | D | \$ 23.26 | 18,631 | D |
| Common Stock | 03/13/2012 | S | 100 | D | \$ 23.27 | 18,531 | D |
| Common Stock | 03/13/2012 | S | 1,000 | D | \$ 23.28 | 17,531 | D |
| Common Stock | 03/13/2012 | S | 2,200 | D | \$ 23.29 | 15,331 | D |
| Common Stock | 03/13/2012 | S | 557 | D | \$ 23.3 | 14,774 | D |
| Common Stock | 03/13/2012 | S | 2,900 | D | \$ 23.31 | 11,874 | D |
| Common Stock | 03/13/2012 | S | 400 | D | \$ 23.32 | 11,474 | D |
| Common Stock | 03/13/2012 | S | 3,479 | D | \$ 23.34 | 7,995 | D |
| Common Stock | 03/13/2012 | S | 200 | D | \$ 23.36 | 7,795 | D |
| Common Stock | 03/13/2012 | S | 21 | D | \$ 23.37 | 7,774 | 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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

| | | | | | | | | | |
|-------------------------|----------|------------|--|---|--------|-----|------------|-----------------|--------|
| Stock Options (2) | \$ 21.49 | 03/13/2012 | | M | 1,977 | (3) | 09/08/2017 | Common Stock | 1,977 |
| Stock Options (2) | \$ 19.48 | 03/13/2012 | | M | 11,467 | (4) | 01/07/2015 | Common Stock | 11,467 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Andre Erin M 551 FIFTH AVENUE SUITE 300 NEW YORK, NY 10176 | | | Senior VP - Human Resources | |

Signatures

By: Barbara L. Smithers, by power of attorney
03/15/2012

__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) Includes 5,359 RSUs and DERs relating to the RSUs, adjusted to reflect the cumulative effect of fractional shares, and 1,760 performance shares earned but not vested with respect to performance shares granted on 1/11/2010 and 1/11/2011 and DERs related thereto.
- (2) Stock options granted under the 2006 Equity Incentive Plan.
- (3) 25% exercisable on 9/8/2011 and 25% on the anniversary date of each of the following 3 years.
- (4) 25% exercisable on 1/7/2009 and 25% on the anniversary date of each of the following 3 years.

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.