

ABM INDUSTRIES INC /DE/

Form 4

October 04, 2006

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

OMB APPROVAL

OMB
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if no longer
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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 *
Andre Erin M2. 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)
160 PACIFIC AVE., SUITE 222
(Street)3. Date of Earliest Transaction
(Month/Day/Year)
10/02/2006____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Sr. VP of Human Resources

SAN FRANCISCO, CA 94111

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock ⁽¹⁾	10/02/2006		A	2,041 A \$ 0	3,095 ⁽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
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**SEC 1474
(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)	Amount or Number of Shares
Stock Option (3)	\$ 18.71	10/02/2006		A	7,865	(4) 10/02/2013	Common Stock	7,865
Performance Shares	(5)	10/02/2006		A	4,082	(5) (5)	Common Stock	4,082

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Andre Erin M 160 PACIFIC AVE., SUITE 222 SAN FRANCISCO, CA 94111	Sr. VP of Human Resources

Signatures

s/ Erin M. Andre 10/04/2006

__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).
- Restricted stock units granted under the 2006 Equity Incentive Plan, representing a contingent right to receive shares of common stock.
- (1) Units vest 50% on the 2nd anniversary and 50% on the 4th anniversary and will be settled in shares of common stock. Dividend equivalent rights will accrue.
 - (2) Includes 1,054 shares purchased under Employee Stock Purchase Plan.
 - (3) Stock option grant under the 2006 Equity Incentive Plan.
 - (4) 25% exercisable on 10/2/2007 and 25% on the anniversary date of each of the following 3 years.
 - (5) Performance shares granted under the 2006 Equity Incentive Plan, representing a contingent right to receive shares of common stock. Shares vest based on two-year profit margin and revenue targets in the period ending 10/31/2008. Dividend equivalent rights will accrue.

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.