

ABM INDUSTRIES INC /DE/

Form DEFA14A

April 26, 2006

**SCHEDULE 14A INFORMATION**

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

(AMENDMENT NO.\_\_\_\_)

Filed by the Registrant ☒ [ X ]

Filed by a Party other than the Registrant ☐ [ ]

Check the appropriate box:

☐ [ ] Preliminary Proxy Statement

☐ [ ] Definitive

Proxy

Statement ☐ [ ]

Confidential, for

Use of the

Commission Only

(as permitted by

Rule 14a-6(e)(2)) ☒ [ X ]

Definitive

Additional

Materials ☐ [ ]

Soliciting

Material Pursuant

to sec.

240.14a-11(c) or

sec. 240.14a-12

**ABM Industries Incorporated**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ [ X ] Fee not required.

☐ [ ] Fee

computed on

table below per

Exchange Act

Rules 14a-6(i)(1)

and 0-11.

(1) Title of each

class of securities

to which

transaction  
applies:

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(2) Aggregate  
number of  
securities to  
which transaction  
applies:

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(3) Per unit  
price or other  
underlying value  
of transaction  
computed  
pursuant to  
Exchange Act  
Rule 0-11 (set  
forth the amount  
on which the  
filing fee is  
calculated and  
state how it was  
determined):

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(4) Proposed  
maximum  
aggregate value  
of transaction:

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(5) Total fee  
paid:

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☐ Fee paid  
previously with  
preliminary  
materials. ☐ Check  
box if any part of  
the fee is offset as  
provided by  
Exchange Act  
Rule 0-11(a)(2)  
and identify the  
filing for which  
the offsetting fee  
was paid  
previously.  
Identify the  
previous filing by  
registration  
statement  
number, or the  
Form or Schedule  
and the date of its  
filing.

(1) Amount  
Previously Paid:

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(2) Form,  
Schedule or  
Registration  
Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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April 26, 2006

As an ABM leader, you may hold ABM stock because you exercised employee stock options. You also have had the opportunity to participate in the Employee Stock Purchase Plan. If you are a shareholder, we ask that you take the time to vote your shares in this year's annual meeting. If you are the record owner of shares or if your shares are in an ESPP account, you may vote by phone or on the internet. If your shares are in your brokerage account, most brokers also offer voting by phone or on the internet. Just follow the instructions on the proxy card that came with your proxy statement. (If your shares are in a brokerage account, most of the time the proxy card is now a sheet of paper that also serves as the address label for your mailing from your broker.) If you hold ABM shares in more than one account, be sure to vote all your shares. Voting on ESPP shares held in an ESPP account closes tomorrow.

It is particularly important that you vote on Proposal 2: the 2006 Equity Incentive Plan. Your broker cannot decide how to vote your shares in this matter. Under New York Stock Exchange rules, only you as the beneficial owner can direct your vote on employee compensation plans.

The Board of Directors and the senior management team believe that the 2006 Equity Incentive Plan is in the best interest of ABM and its shareholders. In addition, an independent corporate governance organization called Institutional Shareholder Services (or ISS), which provides voting recommendations for a large number of institutions, reviewed the 2006 Equity Incentive Plan and ABM compensation program. ISS recommends a vote in favor of this plan and each of the other matters presented to ABM shareholders this year.

One of the goals of the 2006 Equity Incentive Plan is to provide meaningful long-term incentive award opportunities as part of a competitive total compensation program that enables ABM to attract and retain its key employees. The benefits of the plan are more fully described in the proxy statement that you received in the mail. You can also find the proxy statement on the Web at

<http://www.sec.gov/Archives/edgar/data/771497/000095013406006644/f17321dfdef14a.htm>. We encourage you to read the proxy statement.

If you did not receive a proxy card in the mail or if you cannot locate it, you may still be able to vote. If you are a record holder (which means that you have a stock certificate for your shares) or you hold your shares in an ESPP account at Computershare, call or email Susan Sanders (x100081, [ssanders@abm.com](mailto:ssanders@abm.com)) and Susan will explain how you can vote. If your shares are in a brokerage account, call your broker who may be able to help you.

We only have a few days before the annual meeting. Please vote in this important election.

Thank you,

Henrik Slipsager

Jim McClure

George Sundby

Steve Zaccagnini

Erin Andre

Linda Auwers

David Farwell

Gary Wallace