

MCCLURE JAMES P
Form 4
December 30, 2010

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 *
MCCLURE JAMES P

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)
12/29/2010

____ Director
 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 | 12/29/2010 | | M | | 33,635 | A | \$ 16.83 181,923 |
| Common Stock | 12/29/2010 | | S | | 2,200 | D | \$ 26.865 179,723 |
| Common Stock | 12/29/2010 | | S | | 663 | D | \$ 26.86 179,060 |
| Common Stock | 12/29/2010 | | S | | 500 | D | \$ 26.8625 178,560 |
| Common Stock | 12/29/2010 | | S | | 3,100 | D | \$ 26.845 175,460 |

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| | | | | | | | |
|--------------|------------|---|--------|---|-----------|------------------------|---|
| Common Stock | 12/29/2010 | S | 600 | D | \$ 26.85 | 174,860 | D |
| Common Stock | 12/29/2010 | S | 4,016 | D | \$ 26.84 | 170,844 | D |
| Common Stock | 12/29/2010 | S | 1,800 | D | \$ 26.835 | 169,044 | D |
| Common Stock | 12/29/2010 | S | 100 | D | \$ 26.9 | 168,944 | D |
| Common Stock | 12/29/2010 | S | 400 | D | \$ 26.92 | 168,544 | D |
| Common Stock | 12/29/2010 | S | 900 | D | \$ 26.91 | 167,644 | D |
| Common Stock | 12/29/2010 | S | 337 | D | \$ 26.88 | 167,307 | D |
| Common Stock | 12/29/2010 | S | 187 | D | \$ 26.87 | 167,120 | D |
| Common Stock | 12/29/2010 | S | 18,832 | D | \$ 26.83 | 148,288 ⁽¹⁾ | 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 | \$ 16.83 | 12/29/2010 | | M | 33,635 | ⁽²⁾ 09/09/2012 | Common Stock | 33,635 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

MCCLURE JAMES P
551 FIFTH AVENUE
SUITE 300
NEW YORK, NY 10176

Executive Vice President

Signatures

By: Barbara L. Smithers, by power of attorney

12/30/2010

__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).
Includes 51,731 RSUs and DERs relating to the RSUs, adjusted to reflect the cumulative effect of fractional shares, and 9,422
(1) performance shares earned but not vested with respect to performance shares granted on 1/12/2009 and DERs related thereto. Sales of ABM shares were made pursuant to a 10b5-1 Plan.
(2) 25% vested on 9/29/2004 and 75% vested on 9/9/2010.

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.