ZACCAGNINI STEVE

Form 4

January 14, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287

Washington, D.C. 20549 Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Number: January 31, Expires: 2005

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

obligations

Estimated average burden hours per response... 0.5

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 may continue.

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * ZACCAGNINI STEVE		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) 551 FIFTH AV	(First) (Middl	(Month/Day/Year)	Director 10% OwnerX_ Officer (give title Other (specify below) Executive Vice President		
	(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		
NEW YORK,	NY 10176		Form filed by More than One Reporting Person		

(City)	(State) (Z	Zip) Table	e I - Non-Do	erivative S	Securi	ities Acq	quired, Disposed o	of, 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. Transactic Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock (1)	01/12/2009		M	9,172 (2)	A	\$0	26,647 (3)	D	
Common Stock (1)	01/12/2009		F	3,280	D	\$ 17.9	23,367 (3)	D	
Common Stock (1)	01/12/2009		A	3,035	A	\$0	26,402 (4)	D	

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

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number.

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 ionDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Stock Options (5)	\$ 17.9 <u>(6)</u>	01/12/2009		A	9,499		<u>(6)</u>	01/12/2016	Common Stock	9,
Performance Shares	\$ 0	01/12/2009		M		10,908	<u>(7)</u>	<u>(8)</u>	Common Stock	10

Reporting Owners

Reporting Owner Name / Address	Relationships
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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 01/14/2009

**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, which 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) Represents the number of shares acquired in connection with the conversion of performance shares reported on Table II, based on the achievement of certain performance targets in the period ending 10/31/2008, including the shares underlying the DERs related thereto.
- (3) Includes 8,738 RSUs.
- (4) Includes 11,773 RSUs.
- (5) Stock option grant under the 2006 Equity Incentive Plan.
- (6) 25% exercisable on 1/12/2010 and 25% on the anniversary date of the following 3 years.
- (7) Not applicable.
- (8) No expiration date.

Reporting Owners 2

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