

ABM INDUSTRIES INC /DE/

Reported by
MCCLURE JAMES P

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/08/17 for the Period Ending 08/07/17

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| Address | ONE LIBERTY PLAZA 7TH FLOOR NEW YORK, NY 10006 |
| Telephone | 212 297-0200 |
| CIK | 0000771497 |
| Symbol | ABM |
| SIC Code | 7340 - Services To Dwellings And Other Buildings |
| Industry | Business Support Services |
| Sector | Industrials |
| Fiscal Year | 10/31 |

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 or
Section 30(h) of the Investment Company Act of 1940

| | | |
|--|--|--|
| 1. Name and Address of Reporting Person * MCCLURE JAMES P <small>(Last) (First) (Middle)</small> ONE LIBERTY PLAZA, 7TH FLOOR <small>(Street)</small> NEW YORK, NY 10006 <small>(City) (State) (Zip)</small> | 2. Issuer Name and Ticker or Trading Symbol ABM INDUSTRIES INC /DE/ [ABM] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) _____ Other (specify below) Executive Vice President |
| 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">8/7/2017</p> | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | (A) or (D) | Price | | | |
| Common Stock | 8/7/2017 | | A | (1) | 441 | A | \$44.70 | 124785 | (2) | D |

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|---|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

- (1) Dividend equivalent rights (DERs) accrued on the restricted stock units granted under the 2006 Equity Incentive Plan. DERs 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) Includes 21,405 unvested RSUs, 83,465 vested RSUs, the receipt of which has been deferred and DERs relating to the RSUs, adjusted to reflect the cumulative effect of fractional shares, 10,244 performance shares earned but not vested with respect to TSR performance shares granted on 9/8/2014, 1,565 performance shares earned but not vested with respect to performance shares granted on 1/15/2015, and DERs related thereto.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCCLURE JAMES P ONE LIBERTY PLAZA 7TH FLOOR NEW YORK, NY 10006 | | | Executive Vice President | |

Signatures

By: Barbara L. Smithers, by power of attorney

8/8/2017

**Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.