

ABM INDUSTRIES INC /DE/

Form 4

December 30, 2016

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
McConnell Sarah H

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)
ONE LIBERTY PLAZA, 7TH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
12/29/2016

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP/GEN. COUNSEL/CORP. SECTY.

(Street)
NEW YORK, NY 10006

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 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	12/29/2016		M	12,857	A	\$ 18.31	83,737 D
Common Stock	12/29/2016		S	9,770	D	\$ 40.45 (1)	73,967 (2) D

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

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SEC 1474
(9-02)

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)
Stock Options (3)	\$ 18.31	12/29/2016		M	12,857	(4) 10/11/2019	Common Stock	12,857

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
McConnell Sarah H ONE LIBERTY PLAZA 7TH FLOOR NEW YORK, NY 10006	EVP/GEN. COUNSEL/CORP. SECTY.

Signatures

By: Barbara L. Smithers, by power of attorney 12/30/2016

**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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.25 to \$40.65, inclusive. The reporting person undertakes to provide to ABM Industries Incorporated, any security holder of ABM Industries Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 1 of this Form 4.

(2) Includes 13,050 unvested RSUs, 29,784 vested RSUs, the receipt of which has been deferred, and DERS relating to the RSUs, 3,621 performance shares earned but not vested with respect to performance shares granted on 1/14/2014, 986 performance shares earned but not vested with respect to performance shares granted on 1/15/2015, and DERs related thereto.

(3) Stock options granted under the 2006 Equity Incentive Plan.

(4) 25% exercisable on 10/11/2013 and 25% on the anniversary date of the following three years.

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

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