

MCCLURE JAMES P
Form 4
March 17, 2008

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)
160 PACIFIC AVENUE, SUITE 222

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/13/2008

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Executive Vice President

SAN FRANCISCO, CA 94111

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 (A) or (D) Price | | | |
| Common Stock | 03/13/2008 | | M ⁽¹⁾ | 70,000 A \$ 18.297 | 92,875 ⁽²⁾ | D | |
| Common Stock | 03/13/2008 | | S | 100 D \$ 20.2 | 92,775 | D | |
| Common Stock | 03/13/2008 | | S | 4,500 D \$ 20.15 | 88,275 | D | |
| Common Stock | 03/13/2008 | | S | 2,700 D \$ 20.16 | 85,575 | D | |
| Common Stock | 03/13/2008 | | S | 2,700 D \$ 20.17 | 82,875 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------|--------|---|
| Common Stock | 03/13/2008 | S | 1,300 | D | \$ 20.37 | 81,575 | D |
| Common Stock | 03/13/2008 | S | 3,800 | D | \$ 20.35 | 77,775 | D |
| Common Stock | 03/13/2008 | S | 4,900 | D | \$ 20.36 | 72,875 | D |
| Common Stock | 03/13/2008 | S | 300 | D | \$ 20.69 | 72,575 | D |
| Common Stock | 03/13/2008 | S | 100 | D | \$ 20.68 | 72,475 | D |
| Common Stock | 03/13/2008 | S | 4,700 | D | \$ 20.65 | 67,775 | D |
| Common Stock | 03/13/2008 | S | 3,600 | D | \$ 20.64 | 64,175 | D |
| Common Stock | 03/13/2008 | S | 400 | D | \$ 20.61 | 63,775 | D |
| Common Stock | 03/13/2008 | S | 900 | D | \$ 20.6 | 62,875 | D |
| Common Stock | 03/13/2008 | S | 100 | D | \$ 20.815 | 62,775 | D |
| Common Stock | 03/13/2008 | S | 100 | D | \$ 20.8125 | 62,675 | D |
| Common Stock | 03/13/2008 | S | 100 | D | \$ 20.84 | 62,575 | D |
| Common Stock | 03/13/2008 | S | 200 | D | \$ 20.845 | 62,375 | D |
| Common Stock | 03/13/2008 | S | 200 | D | \$ 20.88 | 62,175 | D |
| Common Stock | 03/13/2008 | S | 200 | D | \$ 20.87 | 61,975 | D |
| Common Stock | 03/13/2008 | S | 400 | D | \$ 20.86 | 61,575 | D |
| Common Stock | 03/13/2008 | S | 2,300 | D | \$ 20.85 | 59,275 | D |
| Common Stock | 03/13/2008 | S | 500 | D | \$ 20.83 | 58,775 | D |
| Common Stock | 03/13/2008 | S | 2,232 | D | \$ 20.82 | 56,543 | D |
| Common Stock | 03/13/2008 | S | 954 | D | \$ 20.81 | 55,589 | D |
| | 03/13/2008 | S | 1,100 | D | \$ 20.78 | 54,489 | D |

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| | | | | | | | | |
|--------------|------------|--|------------------|--------|---|-----------|-----------------------|---|
| Common Stock | | | | | | | | |
| Common Stock | 03/13/2008 | | S | 800 | D | \$ 20.77 | 53,689 | D |
| Common Stock | 03/13/2008 | | S | 268 | D | \$ 20.79 | 53,421 | D |
| Common Stock | 03/13/2008 | | S | 546 | D | \$ 20.8 | 52,875 | D |
| Common Stock | 03/13/2008 | | M ⁽¹⁾ | 20,000 | A | \$ 18.297 | 72,875 ⁽²⁾ | 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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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 | \$ 18.297 | 03/13/2008 | | M | 70,000 | ⁽³⁾ 03/17/2008 | Common Stock | 70,000 |
| Stock Options | \$ 18.297 | 03/13/2008 | | M | 20,000 | ⁽⁴⁾ 03/17/2008 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCCLURE JAMES P 160 PACIFIC AVENUE SUITE 222 SAN FRANCISCO, CA 94111 | | | Executive Vice President | |

Signatures

James P.
McClure

03/17/2008

 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 term of the exercised options would have expired on March 17, 2008, ten years from the date of grant.
- (2) Includes 14,142 RSUs.
- (3) Price-Vested Performance Stock Options that vested during the first four years at a rate tied to the price of ABM's common stock, 25% at each of \$12.50, \$15.00, \$17.50, and \$20.00
- (4) 20% exercisable on 3/17/1999 and 20% on the anniversary date of each of the following 4 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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