

ABM INDUSTRIES INC /DE/

Form S-8 POS

September 12, 2006

As filed with the Securities and Exchange Commission on September 11, 2006

Registration No. 333-85390

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**Post-Effective Amendment No. 1 to
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

**ABM INDUSTRIES INCORPORATED
(Exact Name of Registrant as Specified in Its Charter)**

**Delaware
(State or Other Jurisdiction of
Incorporation or Organization)**

**94-1369354
(I.R.S. Employer
Identification No.)**

**160 Pacific Avenue, Suite 222
San Francisco, CA
(Address of Principal Executive Offices)**

**94111
(Zip Code)**

**ABM Industries Incorporated
2002 Price-Vested Performance Stock Option Plan
(Full Title of the Plan)**

**Linda S. Auwers, Esq.
Senior Vice President, General Counsel and Corporate Secretary
ABM Industries Incorporated
160 Pacific Avenue, Suite 222
San Francisco, CA 94111
(Name and Address of Agent for Service)
(415) 733-4000
(Telephone Number, Including Area Code, of Agent for Service)**

This registration statement on Form S-8, filed on April 2, 2002, registered 2,000,000 shares of common stock (and related Preferred Stock Purchase Rights) of ABM Industries Incorporated (the Registrant) for a registration fee of \$17,485.24. Subsequently, on May 6, 2002, the Registrant paid a stock split in the form of a 100% stock dividend. By application of Rule 416 under the Securities Act of 1933, this registration statement is now deemed to extend to such additional shares (and related Preferred Stock Purchase Rights), such that the number of shares (and related Preferred Stock Purchase Rights) registered hereunder amounts to 4,000,000 (a registration fee of \$0.0043713 per share). The purpose of this Post-Effective Amendment No. 1 is to transfer 2,080,963 of such shares (and related Preferred Stock Purchase Rights) to the Form S-8 Registration Statement for the Registrant s 2006 Equity Incentive Plan, which registration statement is being simultaneously filed.

Item 8. **Exhibits.**

Exhibit
Number

24.1 Power of Attorney.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant, a corporation organized and existing under the laws of the State of Delaware, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on this 11th day of September, 2006.

ABM INDUSTRIES, INCORPORATED

By: /s/ Henrik C. Slipsager
 Henrik C. Slipsager
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
Principal Executive Officer:		
/s/ Henrik C. Slipsager Henrik C. Slipsager	President and Chief Executive Officer	September 11, 2006
Principal Financial Officer:		
/s/ George B. Sundby George B. Sundby	Executive Vice President and Chief Financial Officer	September 11, 2006
Principal Accounting Officer:		
/s/ Maria De Martini Maria De Martini	Vice President, Controller and Chief Accounting Officer	September 11, 2006
Directors:		
/s/ Linda Chavez Linda Chavez	Director	September 11, 2006
/s/ Luke S. Helms Luke S. Helms	Director	September 11, 2006
/s/ Maryellen C. Herringer Maryellen C. Herringer	Director	September 11, 2006
/s/ Charles T. Horngren Charles T. Horngren	Director	September 11, 2006

Signature	Title	Date
/s/ Henry L. Kotkins, Jr. Henry L. Kotkins, Jr.	Director	September 11, 2006
Martinn H. Mandles	Director	
Theodore Rosenberg	Director	
/s/ Henrik C. Slipsager Henrik C. Slipsager	Director	September 11, 2006
/s/ William W. Steele William W. Steele	Director	September 11, 2006

*By: /s/ Linda S. Auwers
Linda S. Auwers
Attorney-in-fact

EXHIBIT INDEX

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