

ABM INDUSTRIES INC /DE/

Form 4

October 04, 2006

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

OMB APPROVAL

OMB  
Number: 3235-0287  
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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 \*  
**WALLACE GARY R**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 AVE STE. 222**  
  
(Street)3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/02/2006**☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)  
**Sr.VP, Dir. Bus.Development****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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| Common<br>Stock <sup>(1)</sup>        | 10/02/2006                              |   | A                                    | 1,905 A \$ 0   | 28,296 <sup>(2)</sup>  | 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.**SEC 1474  
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of<br>Shares |
|---|---|---|---|---|---|--|---|--|
| Stock Option<br>(3)                                 | \$ 18.71  | 10/02/2006                              |   | A                                       | 7,341   | (4) 10/02/2013   | Common<br>Stock   | 7,341                                  |
| Performance<br>Shares                               | (5)   | 10/02/2006                              |   | P                                       | 3,810   | (5) (5)  | Common<br>Stock   | 3,810                                  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| WALLACE GARY R<br>160 PACIFIC AVE STE. 222<br>SAN FRANCISCO, CA 94111 | Sr.VP, Dir. Bus.Development      |

## Signatures

s/ Gary R.  
Wallace 10/04/2006

\*\*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).

Restricted stock units granted under the 2006 Equity Incentive Plan, representing a contingent right to receive shares of common stock.

(1) Units vest 50% on the 2nd anniversary and 50% on the 4th anniversary and will be settled in shares of common stock. Dividend equivalent rights will accrue.

(2) Includes 283 additional shares purchased under Employee Stock Purchase Plan.

(3) Stock option grant under the 2006 Equity Incentive Plan.

(4) 25% exercisable on 10/2/2007 and 25% on the anniversary date of each of the following 3 years.

(5) Performance shares granted under the 2006 Equity Incentive Plan, representing a contingent right to receive shares of common stock. Shares vest based on two-year profit margin and revenue targets in the period ending 10/31/2008. Dividend equivalent rights will accrue.

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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