

HELMS LUKE S
Form 4
January 27, 2012

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 *
HELMS LUKE S

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)
551 FIFTH AVENUE, SUITE 300
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/05/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

NEW YORK, NY 10176

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 05/05/2009 | | P | | | 287 | A | \$ 20.01 | 76,975 | D | |
| Common Stock | 08/04/2009 | | P | | | 230 | A | \$ 20.01 | 77,205 | D | |
| Common Stock | 11/03/2009 | | P | | | 269 | A | \$ 20.01 | 77,474 | D | |
| Common Stock | 02/02/2010 | | P | | | 267 | A | \$ 19.58 | 77,741 | D | |
| Common Stock | 05/04/2010 | | P | | | 244 | A | \$ 21.547 | 77,985 | D | |

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| | | | | | | | |
|--------------|------------|---|-----|---|-------------------------|-------------------|---|
| Common Stock | 08/03/2010 | P | 246 | A | \$ 21.52 | 78,231 | D |
| Common Stock | 11/02/2010 | P | 235 | A | \$ 22.717 | 78,468 | D |
| Common Stock | 02/08/2011 | P | 208 | A | \$ 26.66 | 78,676 | D |
| Common Stock | 05/03/2011 | P | 233 | A | \$ 23.9864 | 78,909 | D |
| Common Stock | 08/02/2011 | P | 251 | A | \$ 22.4081 | 79,160 | D |
| Common Stock | 11/08/2011 | P | 279 | A | \$ 20.267 <u>(1)</u> | 79,440 <u>(2)</u> | 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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(9-02)

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HELMS LUKE S 551 FIFTH AVENUE SUITE 300 NEW YORK, NY 10176 | X | | | |

Signatures

By: Barbara L. Smithers, by power of
attorney

01/27/2012

__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).

All the transactions reported on this Form 4 represent the reinvestment by Mr. Helms' broker of dividends paid on ABM shares owned by
(1) Mr. Helms in additional shares of ABM stock, which transactions were not reported by the broker to the issuer. Mr. Helms has paid ABM the short-swing profits resulting from these transactions and has instructed his broker to cease reinvesting these dividends.

For each of the transactions reported on this Form 4 (including the older transactions), this column reflects his other holdings as of
(2) December 31, 2011, which includes 7,733 unvested RSUs and 3,429 vested RSUs, the receipt of which has been deferred, and DERs relating to the unvested and vested RSUs, adjusted to reflect the cumulative effect of fractional shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.