

ABM INDUSTRIES INC /DE/

Form 8-K

December 31, 2008

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 8-K
CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
Date of Report (Date of earliest event reported): December 30, 2008
ABM Industries Incorporated
(Exact name of registrant as specified in its charter)**

Delaware

1-8929

94-1369354

(State or other jurisdiction
of incorporation)

(Commission File
Number)

(IRS Employer
Identification No.)

551 Fifth Avenue, Suite 300, New York, New York

10176

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code **(212) 297-0200**

N/A

(Former name or former address if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Form of Change in Control Agreement with Henrik C. Slipsager, President and Chief Executive Officer , James S. Lusk, Executive Vice President and Chief Financial Officer, James P. McClure, Executive Vice President, and Steven M. Zaccagnini, Executive Vice President

On December 30, 2008, the Company entered into a Change in Control Agreement (the Agreement) with each Executive. The Agreement amends and restates each Executive s prior severance agreement (1) with respect to Messrs. Lusk, McClure and Zaccagnini, to reflect changes required to comply with the provisions of Sections 409A and 162(m) of the Internal Revenue Code, and (2) with respect to each Executive, to amend the definition of Cause set forth in the Change in Control Agreement. Mr. Slipsager s prior severance agreement had been amended in July 2008 to reflect changes required to comply with Sections 409A and 162(m). A copy of the form of the Change in Control Agreement is filed herewith as Exhibit 10.1 to this current report and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

10.1 Form of Amended and Restated Executive Change in Control Agreement.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ABM INDUSTRIES INCORPORATED

Dated: December 31, 2008

By: /s/ Sarah H. McConnell
Sarah H. McConnell
Senior Vice President and General
Counsel

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10.1 Form of Amended and Restated Executive Change in Control Agreement.