ABM INDUSTRIES INC /DE/
Form 3
May 21, 2008

FORM 3

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

OMB APPROVAL

OMB Number:	3235-0104
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

INITIAL STATEMENT OF 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 *
Â McConnell Sarah H

(Last) (First) (Middle)

551 FIFTH AVENUE,Â SUITE 300

(Street)

NEW YORK,Â NYÂ 10176

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
05/16/2008

3. Issuer Name **and** Ticker or Trading Symbol
ABM INDUSTRIES INC /DE/ [ABM]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
SVP/GEN. COUNSEL/CORP. SECTY.

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock (1)	4,196	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (2)	Â (3)	09/10/2014	Common Stock	11,904	$ 20.19	D	Â
Stock Option (2)	Â (4)	01/07/2015	Common Stock	5,733	$ 19.48	D	Â
Performance Shares (5)	Â (7)	Â (7)	Common Stock	5,796	$ 0	D	Â
Performance Shares (6)	Â (8)	Â (8)	Common Stock	2,656	$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McConnell Sarah H 551 FIFTH AVENUE SUITE 300 NEW YORK,Â NYÂ 10176	Â	Â	Â SVP/GEN. COUNSEL/CORP. SECTY.	Â

Signatures

/s/ Sarah H. McConnell	05/21/2008
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) 4,130 restricted stock units, and 66 assocated dividend equivalent unit rights, granted under the 2006 Equity Incentive Plan, representing a contingent right to receive shares of common stock. Units vest 50% on the 2nd anniversary and 50% on the 4th anniversary of the date of grants, September 10, 2007 and January 7, 2008, and will be settled in shares of common stock. Dividend equivalent unit rights accrue.

(2) Employee stock option grant under the 2006 Equity Incentive Plan.

(3) 25% exercisable on 9/10/2008 and 25% on the anniversary date of each of the following 3 years.

(4) 25% exercisable on 1/7/2009 and 25% on the anniversary date of each of the following 3 years.

(5) 5,695 performance shares, and 101 associated dividend equivalent unit rights, granted under the 2006 Equity Incentive Plan, representing a contingent right to receive shares of common stock. Dividend equivalent unit rights accrue.

(6) 2,624 performance shares, and 32 associated dividend equivalent unit rights, granted under the 2006 Equity Incentive Plan, representing a contingent right to receive shares of common stock. Dividend equivalent unit rights accrue.

(7) Shares vest based on two-year profit margin and revenue targets in the period ending 10/31/2009.

(8) Shares vest based on three-year profit margin and revenue targets in the period ending 10/31/2010.

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.