

ABM INDUSTRIES INC /DE/
Form 4
January 12, 2017

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 *
JACOBSEN RENE

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)

ONE LIBERTY PLAZA, 7TH FLOOR

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/10/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres - Business & Industry

NEW YORK, NY 10006

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 or (D) Price | | |
| Common Stock | 01/10/2017 | | A | | 2,527 (1) \$ 0 | 15,659 | D |
| Common Stock | 01/10/2017 | | A | | 1,503 (2) \$ 0 | 17,162 | D |
| Common Stock | 01/10/2017 | | A | | 1,629 (3) \$ 0 | 18,791 (4) | D |

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

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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 Owned Beneficially (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 |
| JACOBSEN RENE ONE LIBERTY PLAZA 7TH FLOOR NEW YORK, NY 10006 | | | Pres - Business & Industry | |

Signatures

By: Barbara L. Smithers, by
power of 01/12/2017

__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).
- (1) Restricted stock units (RSUs) granted under the 2006 Equity Incentive Plan, representing a contingent right to receive shares of common stock. Units vest 50% on the second anniversary of the grant date and 50% on the fourth anniversary of the grant date, and will settle in shares of common stock. Dividend equivalent rights (DERs) will accrue.
 - (2) Represents the number of shares earned in connection with the performance shares previously granted on 1/14/2014, based on achievement of certain targets in the period ending 10/31/2016. These performance shares vest on 1/14/2017.
 - (3) Represents the number of shares earned in connection with the TSR performance shares previously granted on 9/8/2014, based on TSR performance in the 3 year period ending 10/31/2016 as compared to the S&P 600. These awards vest on 9/8/2017.
 - (4) Includes 11,625 RSUs and DERS relating to the RSUs, adjusted to reflect the cumulative effect of fractional shares, 2,922 performance shares earned but not vested with respect to performance shares granted on 1/14/2014, 1,629 performance shares earned but not vested with respect to TSR performance shares granted on 9/8/2014, 458 performance shares earned but not vested with respect to performance shares granted on 1/15/2015, and DERs related thereto.

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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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