

FARWELL DAVID L
Form 4
March 23, 2007

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 *
FARWELL DAVID L

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)

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/21/2007

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Sr.VP/Chief of Staff/Treasurer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/21/2007 | | M | 5,000 | A \$ 16.825 | 7,736 | D |
| Common Stock | 03/21/2007 | | S | 5,000 | D \$ 26 | 2,736 | D |
| Common Stock | 03/21/2007 | | M | 5,000 | A \$ 15.16 | 7,736 | D |
| Common Stock | 03/21/2007 | | S | 5,000 | D \$ 26 | 2,736 | D |
| Common Stock | 03/21/2007 | | M | 10,000 | A \$ 18.3 | 12,736 | D |

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Common Stock 03/21/2007 S 10,000 D \$ 26 2,736 (1) (2) D

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options <u>(3)</u> | \$ 16.825 | 03/21/2007 | | M | 5,000 | <u>(4)</u> 09/09/2012 | Common Stock | 5,000 |
| Stock Options <u>(5)</u> | \$ 15.16 | 03/21/2007 | | M | 5,000 | <u>(6)</u> 01/23/2013 | Common Stock | 5,000 |
| Stock Options <u>(3)</u> | \$ 18.3 | 03/21/2007 | | M | 10,000 | <u>(4)</u> 06/14/2015 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FARWELL DAVID L | | | Sr.VP/Chief of Staff/Treasurer | |

Signatures

s/ David L. Farwell 03/23/2007

**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) Includes 1,905 RSUs
- (2) Includes 812 shares in Employee Stock Purchase Plan.
- (3) Stock options granted under the 2002 Price-Vested Plan.
- (4) Exercisable over the first four years in percentages tied to the price of ABM common stock and after eight years from the date of grant, if not previously vested.
- (5) Stock options granted under the 1987 Time-Vested Plan.
- (6) Exercisable 20% on 1/23/2004 and 20% on the anniversary date of each of the following four years.

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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