SCAGLIONE DIEGO ANTHONY

Form 4

January 15, 2019

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading SCAGLIONE DIEGO ANTHONY Issuer Symbol ABM INDUSTRIES INC /DE/ [ABM] (Last) (First) (Middle) 3. Date of Earliest Transaction Director X_ Officer (give title (Month/Day/Year)

01/12/2019

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner Other (specify

ONE LIBERTY PLAZA, 7TH **FLOOR**

(Street)

(State)

(Zip)

4. If Amendment, Date Original

below) **EVP & Chief Financial Officer**

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10006

(City)

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 on(A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | |
|--------------------------------------|---|---|---|---|------------------|-------------|--|--|---|
| | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | (| (|
| Common Stock | 01/12/2019 | | A | 8,781 (1) | A | \$ 0 | 64,064 | D | |
| Common Stock | 01/12/2019 | | F | 5,191 | D | \$ 34.28 | 58,855 <u>(2)</u> | 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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|-------------------|------------|---------------|-----------------|--------------------|--------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionNumber | | Expiration D | ate | Amount | t of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underly | ing | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securitie | es | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. 3 | and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | • | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | ^ | mount | | |
| | | | | | | | | | mount | | |
| | | | | | | Date | Expiration Date | or Title Number of | | | |
| | | | | | | Exercisable | | | | | |
| | | | | C + V | (A) (D) | | | | | | |
| | | | | Code V | (A) (D) | | | S | hares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

SCAGLIONE DIEGO ANTHONY ONE LIBERTY PLAZA 7TH FLOOR NEW YORK, NY 10006

EVP & Chief Financial Officer

Signatures

By: David R. Goldman, by power of attorney

01/15/2019

**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).
- Represents the number of shares of common stock earned in connection with performance shares previously granted on 1/12/2016, based **(1)** on achievement of certain targets in the period ended 10/31/2018. These performance shares vested on 1/12/2019.
- Includes 32,244 unvested RSUs, 2,913 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.

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