

ABM INDUSTRIES INC /DE/

Form 8-K

November 21, 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): November 17, 2008  
ABM Industries Incorporated  
(Exact name of registrant as specified in its charter)**

<b>Delaware</b>	<b>1-8929</b>	<b>94-1369354</b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
<b>551 Fifth Avenue, Suite 300, New York, New York</b>		<b>10176</b>
(Address of principal executive offices)		(Zip Code)
Registrant's telephone number, including area code <b>(212) 297-0200</b>		
<b>N/A</b>		

(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.**

(b) By letter dated November 17, 2008, Theodore T. Rosenberg, director of ABM Industries Incorporated (the Company ) since 1962, former Chairman of the Board (1962-1984) and former President (1935-1962), notified the Board of Directors (the Board ) of the Company that he would not accept the Board's nomination, if any, to stand for reelection as a director at the Company's 2009 Annual Meeting of Shareholders, at which time his current three-year term as a director will expire. Mr. Rosenberg also stated in his letter that he will continue to serve as a director until the 2009 Annual Meeting of Shareholders.

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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: November 21, 2008

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