

ABM INDUSTRIES INC /DE/
Form 8-K
December 08, 2009

**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): December 6, 2009

ABM Industries Incorporated

(Exact name of registrant as specified in its charter)

Delaware

(State or other Jurisdiction of
Incorporation)

1-8929

(Commission File Number)

94-1369354

(IRS Employer Identification No.)

551 Fifth Avenue, Suite 300, New York, New York

(Address of Principal Executive Offices)

10176

(Zip Code)

Registrant's telephone number, including area code: **(212) 297-0200**

N/A

(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))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 6, 2009, ABM Industries Incorporated (the Company) expanded the size of its Board of Directors to nine members and elected J. Philip Ferguson as a director to fill the newly created vacancy. Mr. Ferguson has been named to the class of directors with terms expiring in 2012. In addition, Mr. Ferguson has been appointed to the Audit Committee of the Company.

Mr. Ferguson's cash and equity compensation arrangements as a director will be the same as those previously reported in the Company's Proxy Statement for its 2009 Annual Meeting of Shareholders for other non-employee directors and Audit Committee members, except that the annual award of restricted stock units granted to all non-employee directors will be prorated based on length of service from his election to the Board to the next Annual Meeting of Shareholders.

A copy of the press release announcing the election of Mr. Ferguson as a director is attached as exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

99.1 Press Release issued by ABM Industries Incorporated announcing the election of Mr. Ferguson as a director.

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: December 8, 2009

By: /s/ Sarah H. McConnell

Sarah H. McConnell
Senior Vice President and
General Counsel

EXHIBIT INDEX

- 99.1 Press Release issued by ABM Industries Incorporated, dated December 7, 2009, announcing the election of J. Philip Ferguson to its Board of Directors.