## FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB Number:	3235-0287
Expires:	December 31,
Lxpires.	2014
Estimated average	e burden

OMB APPROVAL

Estimated average burden	
nours per	0.5
esponse:	0.5

1. Name and Address of Reporting Person <sup>*</sup> DELL DONNA M			2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>ABM INDUSTRIES INC /DE/</u> [ ABM ]		ionship of Reporting Persor all applicable) Director	10% Owner
(Last)	(First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year) 07/16/2003	Х	Officer (give title below) Senior Vice Pres	Other (specify below) ident
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	Line)	idual or Joint/Group Filing (	
(City)	(State)	(Zip)		X	Form filed by One Report Form filed by More than C Person	ů –

#### 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. Transa Code 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)	
Common Stock	07/16/2003		М		20,000	A	10	46,010	D		
Common Stock	07/16/2003		S		3,200	D	16.15	42,810	D		
Common Stock	07/16/2003		S		300	D	16.21	42,510	D		
Common Stock	07/16/2003		S		2,500	D	16.12	40,010	D		
Common Stock	07/16/2003		S		14,000	D	15.95	26,010(1)	D		

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transa Code ( 8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (Right to Buy)	10	07/16/2003		М			20,000	08/08/1988 <sup>(2)</sup>	12/17/2006	Common Stock	20,000	<b>\$</b> 0	60,000	D	

Explanation of Responses:

1. Includes shares acquired in the issuer's employee stock purchase plan through May, 2003.

2. Price-Vested Performance Options that vest during the first four years at a rate tied to the price of ABM's common stock, 25% at each of \$12.50, \$15.00, \$17.50, and \$20.00, and to the extent not accelerated, vest 12/17/04.

#### <u>s/ Donna M. Dell</u>

\*\* Signature of Reporting Person

07/16/2003

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.