

ABM INDUSTRIES INC /DE/

Form DEFA14A

April 26, 2006

SCHEDULE 14A INFORMATION

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934**

(AMENDMENT NO. ___)

Filed by the Registrant [X]

Filed by a Party other than the Registrant []

Check the appropriate box:

[] Preliminary Proxy Statement

[] Definitive

Proxy

Statement []

Confidential, for

Use of the

Commission Only

(as permitted by

Rule 14a-6(e)(2)) [X]

Definitive

Additional

Materials []

Soliciting

Material Pursuant

to sec.

240.14a-11(c) or

sec. 240.14a-12

ABM Industries Incorporated

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

[X] Fee not required.

[] Fee

computed on

table below per

Exchange Act

Rules 14a-6(i)(1)

and 0-11.

(1) Title of each

class of securities

to which

transaction
applies:

(2) Aggregate
number of
securities to
which transaction
applies:

(3) Per unit
price or other
underlying value
of transaction
computed
pursuant to
Exchange Act
Rule 0-11 (set
forth the amount
on which the
filing fee is
calculated and
state how it was
determined):

(4) Proposed
maximum
aggregate value
of transaction:

(5) Total fee
paid:

Fee paid
previously with
preliminary
materials. Check
box if any part of
the fee is offset as
provided by
Exchange Act
Rule 0-11(a)(2)
and identify the
filing for which
the offsetting fee
was paid
previously.
Identify the
previous filing by
registration
statement
number, or the
Form or Schedule
and the date of its
filing.

(1) Amount
Previously Paid:

(2) Form,
Schedule or
Registration
Statement No.:

(3) Filing Party:

(4) Date Filed:

April 26, 2006

As an ABM leader, you may hold ABM stock because you exercised employee stock options. You also have had the opportunity to participate in the Employee Stock Purchase Plan. If you are a shareholder, we ask that you take the time to vote your shares in this year's annual meeting. If you are the record owner of shares or if your shares are in an ESPP account, you may vote by phone or on the internet. If your shares are in your brokerage account, most brokers also offer voting by phone or on the internet. Just follow the instructions on the proxy card that came with your proxy statement. (If your shares are in a brokerage account, most of the time the proxy card is now a sheet of paper that also serves as the address label for your mailing from your broker.) If you hold ABM shares in more than one account, be sure to vote all your shares. Voting on ESPP shares held in an ESPP account closes tomorrow.

It is particularly important that you vote on Proposal 2: the 2006 Equity Incentive Plan. Your broker cannot decide how to vote your shares in this matter. Under New York Stock Exchange rules, only you as the beneficial owner can direct your vote on employee compensation plans.

The Board of Directors and the senior management team believe that the 2006 Equity Incentive Plan is in the best interest of ABM and its shareholders. In addition, an independent corporate governance organization called Institutional Shareholder Services (or ISS), which provides voting recommendations for a large number of institutions, reviewed the 2006 Equity Incentive Plan and ABM compensation program. ISS recommends a vote in favor of this plan and each of the other matters presented to ABM shareholders this year.

One of the goals of the 2006 Equity Incentive Plan is to provide meaningful long-term incentive award opportunities as part of a competitive total compensation program that enables ABM to attract and retain its key employees. The benefits of the plan are more fully described in the proxy statement that you received in the mail. You can also find the proxy statement on the Web at

<http://www.sec.gov/Archives/edgar/data/771497/000095013406006644/f17321dfdef14a.htm>. We encourage you to read the proxy statement.

If you did not receive a proxy card in the mail or if you cannot locate it, you may still be able to vote. If you are a record holder (which means that you have a stock certificate for your shares) or you hold your shares in an ESPP account at Computershare, call or email Susan Sanders (x100081, ssanders@abm.com) and Susan will explain how you can vote. If your shares are in a brokerage account, call your broker who may be able to help you.

We only have a few days before the annual meeting. Please vote in this important election.

Thank you,

Henrik Slipsager

Jim McClure

George Sundby

Steve Zaccagnini

Erin Andre

Linda Auwers

David Farwell

Gary Wallace