

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Post-Effective Amendment No. 1
To

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ABM INDUSTRIES INCORPORATED
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)

94-1369354
(I.R.S. EMPLOYER
IDENTIFICATION NO.)

160 PACIFIC AVENUE, SUITE 222
SAN FRANCISCO, CA
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

94111
(ZIP CODE)

ABM INDUSTRIES INCORPORATED
EMPLOYEE STOCK PURCHASE PLAN
(FULL TITLE OF THE PLAN)

HARRY H. KAHN, ESQ.
VICE PRESIDENT, GENERAL COUNSEL AND CORPORATE SECRETARY
ABM INDUSTRIES INCORPORATED
160 PACIFIC AVENUE, SUITE 222
SAN FRANCISCO, CA 94111
(NAME AND ADDRESS OF AGENT FOR SERVICE)

(415) 733-4000
(TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)

COPY TO:

LESLIE P. JAY, ESQ.
ORRICK, HERRINGTON & SUTCLIFFE LLP
OLD FEDERAL RESERVE BANK BUILDING
400 SANSOME STREET
SAN FRANCISCO, CALIFORNIA 94111-3143
(415) 392-1122

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Explanatory Note

The purpose of this Amendment is to add Exhibits 99.1, 99.2 and 99.3, which were erroneously omitted from the underlying registration statement.

Item 8. Exhibits

See the Exhibit Index on page 4 of this Amendment No. 1 to the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California on the 27th day of May, 1999.

ABM INDUSTRIES INCORPORATED
(Registrant)

/s/ WILLIAM W. STEELE

William W. Steele
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
Principal Executive Officer:		
/s/ WILLIAM W. STEELE ----- William W. Steele	President and Chief Executive Officer	May 27, 1999
Principal Financial Officer:		
/s/ DAVID H. HEBBLE ----- David H. Hebble	Vice President and Chief Financial Officer	May 27, 1999
Principal Accounting Officer:		

/s/ VERNON E. SKELTON

Vernon E. Skelton

Controller and
Chief Accounting Officer

May 27, 1999

Signature	Title	Date
Directors:		
* Maryellen B. Cattani ----- Maryellen B. Cattani	Director	May 27 , 1999
* Linda Chavez ----- Linda Chavez	Director	May 27, 1999
* John F. Egan ----- John F. Egan	Director	May 27, 1999
* Luke S. Helms ----- Luke S. Helms	Director	May 27, 1999
----- Charles T. Horngren	Director	May __, 1999
* Henry L. Kotkins, Jr. ----- Henry L. Kotkins, Jr.	Director	May 27, 1999
----- Martinn H. Mandles	Director	May __, 1999
* Theodore Rosenberg ----- Theodore Rosenberg	Director	May 27, 1999
* William W. Steele ----- William W. Steele	Director	May 27, 1999
* William E. Walsh ----- William E. Walsh	Director	May 27, 1999
* By /s/ Harry H. Kahn ----- Harry H. Kahn Attorney-in-Fact		

A majority of the members of the Board of Directors.

EXHIBIT INDEX

- 24.1* Power of Attorney (incorporated by reference to the exhibit of the same number filed in connection with Registration Statement No. 333-78425).
- 99.1 Amendment No. 1 to the Employee Stock Purchase Plan.
- 99.2 Amendment No. 2 to the Employee Stock Purchase Plan.
- 99.3 Amendment No. 3 to the Employee Stock Purchase Plan.

AMENDMENT NO. 1 TO THE
ABM INDUSTRIES INCORPORATED
1985 EMPLOYEE STOCK PURCHASE PLAN

ABM INDUSTRIES INCORPORATED, having established the ABM Industries Incorporated 1985 Employee Stock Purchase Plan (the "Plan"), and having amended and restated the Plan effective December 19, 1995, hereby amends the Plan effective March 18, 1997 as follows:

- (i) the termination date of April 30, 1997 is deleted; and
- (ii) the Plan document and the Prospectus be amended accordingly.

IN WITNESS WHEREOF, ABM INDUSTRIES INCORPORATED, by its duly authorized officer, has executed this Amendment No. 1 on the date indicated below.

ABM INDUSTRIES INCORPORATED

Dated: March 18, 1997

By /s/ Lorraine P. O'Hara

Title: Assistant Corporate Secretary

AMENDMENT NO. 2 TO THE
ABM INDUSTRIES INCORPORATED
1985 EMPLOYEE STOCK PURCHASE PLAN

ABM INDUSTRIES INCORPORATED, having established the ABM Industries Incorporated 1985 Employee Stock Purchase Plan (the "Plan"), and having amended and restated the Plan effective December 19, 1995, hereby amends the Plan effective January 1, 1999 as follows:

(i) the new name of the Plan shall be:

ABM Industries Incorporated Employee Stock Purchase Plan

IN WITNESS WHEREOF, ABM INDUSTRIES INCORPORATED, by its duly authorized officer, has executed this Amendment No. 2 effective the date indicated below.

ABM INDUSTRIES INCORPORATED

Dated: January 5, 1999

By /s/ Lorraine P. O'Hara

Title: Assistant Corporate Secretary

Amendment No. 3 to the
ABM INDUSTRIES INCORPORATED
1985 Employee Stock Purchase Plan
(December 19, 1995 Restatement)

ABM INDUSTRIES INCORPORATED, having established the ABM Industries Incorporated 1985 Employee Stock Purchase Plan (the "Plan"), and having amended and restated the Plan effective as of December 19, 1995, hereby amends the second sentence of the Plan, effective as of March 16, 1999 as follows:

An aggregate of 7,400,000 stock may be issued under the Plan (the "Shares").

IN WITNESS WHEREOF, ABM INDUSTRIES INCORPORATED, by its duly authorized officer, has executed this Amendment No. 3 on the date indicated below.

ABM INDUSTRIES INCORPORATED

Dated: March 16, 1999

By: /s/ Lorraine P. O'Hara

Title: Assistant Secretary