

SERVICEMASTER CO
Form 4
March 03, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MROZEK ERNEST J

(Last) (First) (Middle)
3250 LACEY ROAD, SUITE 600
(Street)

DOWNERS
GROVE, IL 60515-1700

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SERVICEMASTER CO [SVM]

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
PRESIDENT & COO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common stock \$.01 par value	03/01/2006		F	6,173 D \$ 0	530,876	D	
Common stock \$.01 par value					4,804 ⁽¹⁾	I	by 401(k) plan
Common stock \$.01 par value					3,272 ⁽²⁾	I	Deferred Comp

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

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SEC 1474
(9-02)

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

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Options (Right to buy)	\$ 13.83					02/08/2003	02/07/2009	Common stock \$.01 par value	100,000
Stock Options (Right to buy)	\$ 13.972					05/03/2003	05/02/2009	Common stock \$.01 par value	200,000
1997 Option Plan (Right to Buy)	\$ 11.2222					02/13/1998	02/12/2007	Common stock \$.01 par value	303,700
1998 Non-Qual. Stock Option (Right to Buy)	\$ 18.075					01/29/2000	01/28/2009	Common Stock	82,500
Senior Ex. Ownership Elec. Plan (Right to Buy)	\$ 11.5					12/31/2000	12/31/2009	Common stock \$.01 par value	60,800
1998 Empl. Stock Option (Right to Buy)	\$ 18.2583					02/16/1999	02/15/2008	Common stock \$.01 par value	52,500
2000 Empl. Stock Option (Right to Buy)	\$ 8.75					08/08/2001	08/07/2007	Common stock \$.01 par	175,000

				value	
2000 Empl Stock Option (Right to Buy)	\$ 9.88	03/18/2004	03/17/2013	Common Stock	133,3
2000 Empl Stock Option (Right to Buy)	\$ 10.52	03/16/2002	03/15/2008	Common stock \$.01 par value	250,0
WSH Empl Stock Option (Right to Buy)	\$ 13.87	05/04/2000	05/03/2006	Common stock \$.01 par value	2,16
2003 EIP Stock Appreciation Right	\$ 10.73	02/13/2005	02/12/2014	Common Stock	100,0
2003 EIP Stock Appreciation Right	\$ 12.45	02/14/2007	02/13/2016	Common Stock	112,5
2003 EIP Stock Appreciation Right	\$ 13.44	02/11/2006	02/10/2015	Common Stock	112,5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MROZEK ERNEST J 3250 LACEY ROAD, SUITE 600 DOWNERS GROVE, IL 60515-1700			PRESIDENT & COO	

Signatures

Sandra L. Groman by power of attorney
03/03/2006

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Includes 44 shares purchased through the ServiceMaster Profit Sharing and Retirement Plan during the month of November 2005.
- (2) Includes 30 shares purchased through the dividend reinvestment feature of the ServiceMaster Deferred Compensation Plan during the month November 2005.
- (3) The option is exercisable in five equal annual installments beginning on the first anniversary of the date of the grant.
- (4) The stock appreciation right is exercisable in five equal annual installments beginning on the first anniversary of the date of grant.

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

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