

SERVICEMASTER CO
Form 4
February 16, 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 *
CROMIE SCOTT 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)
02/14/2006

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)
AHS - PRESIDENT

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	02/14/2006		A		13,333	A	\$ 0
Common stock \$.01 par value					4,192 ⁽¹⁾	I	401(k) plan
Common stock \$.01 par value					9,280	I	by spouse
Common					1,059 ⁽²⁾	I	Deferred

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stock \$.01 par value						Comp
Common stock \$.01 par value				880	I	Cust. for children
Common stock \$.01 par value				160	I	Cust. for nephew

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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
1997 Option Plan (Right to Buy)	\$ 11.2222					02/13/1998 02/12/2007	Common stock \$.01 par value	36,0
1998 Empl. Stock Option(Right to Buy)	\$ 11.5					12/10/2000 12/31/2009	Common stock \$.01 par value	36,5
1998 Empl. Stock Option(Right to Buy)	\$ 18.075					01/29/2000 01/28/2009	Common stock \$.01 par value	25,0
1998 Empl. Stock Option(Right to Buy)	\$ 18.075					01/29/2000 01/15/2014	Common stock \$.01 par value	21,0
1998 Empl. Stock	\$ 18.2583					02/16/1999 02/15/2008	Common stock	27,0

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Option(Right to Buy)									\$.01 par value
WSH Emplée Stock Option (Right to Buy)	\$ 13.87					05/04/2000	05/03/2006		Common stock \$.01 par value 1,0
2000 Employee Stock Option (Right to Buy)	\$ 8.75					08/08/2001	08/07/2007		Common stock \$.01 par value 40,0
2000 Employee Stock Option (Right to Buy)	\$ 9.88					03/18/2004	03/17/2013		Common stock \$.01 par value 30,0
2000 Employee Stock Option (Right to Buy)	\$ 10.3					12/18/2003	12/17/2009		Common stock \$.01 par value 45,0
2000 Employee Stock Option (Right to Buy)	\$ 10.52					03/16/2002	03/15/2008		Common stock \$.01 par value 50,0
2000 Employee Stock Option (Right to Buy)	\$ 13.83					02/08/2003	02/07/2009		Common stock \$.01 par value 35,0
2003 EIP Stock Appreciation Right	\$ 10.73					02/13/2005	02/12/2014		Common Stock 25,0
2003 EIP Stock Appreciation Right	\$ 12.45	02/14/2006		A	40,000	02/14/2007	02/13/2016		Common Stock 40,0
2003 EIP Stock Appreciation Right	\$ 13.44					02/11/2006	02/10/2015		Common Stock 32,5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROMIE SCOTT J 3250 LACEY ROAD, SUITE 600 DOWNERS GROVE, IL 60515-1700			AHS - PRESIDENT	

Signatures

Sandra L. Groman by power of attorney
02/16/2006

__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 72 shares purchased through the ServiceMaster Profit Sharing and Retirement Plan during the months of June through December 2005.
- (2) Includes 18 shares purchased through the dividend reinvestment feature of the Deferred Compensation Plan for the period September through December 2005.
- (3) 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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