

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 *
GOETZ JAMES A

(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)
SENIOR VICE 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 | | | | | 167 ⁽¹⁾ | I | |

By 401(k) plan

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

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SEC 1474 (9-02)

number.

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| 2000 Emplée Stock Option (Right to Buy) | \$ 9.88 | | | | | 03/18/2004 03/17/2013 | Common Stock 43,3 |
| 2000 Emplée Stock Option (Right to Buy) | \$ 13.87 | | | | | 01/11/2002 09/10/2006 | Common Stock 17,4 |
| 2000 Emplée Stock Option (Right to Buy) | \$ 13.87 | | | | | 01/11/2002 01/10/2009 | Common Stock 50,0 |
| WSH Emplée Stock Option (Right to Buy) | \$ 13.87 | | | | | 09/11/2000 09/10/2006 | Common Stock 18,0 |
| WSH Emplée Stock Option (Right to Buy) | \$ 13.87 | | | | | 05/02/2001 05/01/2007 | Common Stock 4,5 |
| 2003 EIP Stock Appreciation Right | \$ 10.73 | | | | | 02/13/2005 02/12/2014 | Common Stock 32,5 |
| 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 37,5 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GOETZ JAMES A 3250 LACEY ROAD, SUITE 600 DOWNERS GROVE, IL 60515-1700 | | | SENIOR VICE 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 3 shares acquired through the ServiceMaster Profit Sharing and Retirement Plan during the period September through December 2005.
- (2) The option is exercisable in five equal annual installments beginning on the first anniversary of the date of the grant.
- (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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.