

SERVICEMASTER CO  
Form 4  
February 16, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**WARD JONATHAN P**

(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)  
**Chairman & CEO**

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common stock \$.01 par value	02/14/2006		A <sup>(1)</sup>	75,000	A	\$ 0	782,722	D

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)**

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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)	Am Nur Sha	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Employee Stock Option (Right to buy)	\$ 10.5					01/09/2002	01/08/2011	Common Stock	1,6
Employee Stock Option (Right to buy)	\$ 13.83					02/08/2003	02/07/2009	Common Stock	42
Employee Stock Option (Right to buy)	\$ 13.87					02/28/2001	02/27/2007	Common Stock	3
2000 Employee Stock Option (Right to Buy)	\$ 9.88					03/18/2004	03/17/2013	Common Stock	17
2003 EIP Stock Appreciation Right	\$ 10.73					02/13/2005	02/12/2014	Common Stock	19
2003 EIP Stock Appreciation Right	\$ 12.45	02/14/2006		A	225,000	02/14/2007	02/13/2016	Common Stock	22
2003 EIP Stock Appreciation Right	\$ 13.44					02/11/2006	02/10/2015	Common Stock	19

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARD JONATHAN P 3250 LACEY ROAD, SUITE 600 DOWNS GROVE, IL 60515-1700	X		Chairman & CEO	

## 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) Shares were acquired as a restricted stock unit award, each unit representing the right to receive one share of ServiceMaster's common stock upon distribution. The stock units vest 20% per year for 5 years beginning March 1, 2007
- (2) Exercisable as to 380,000 shares on grant date (January 9, 2001) and becomes exercisable as to an additional 250,000 shares on December 31 in each of the years 2001 through 2005.
- (3) The option is exercisable in five equal annual installments beginning on the first anniversary of the date of the grant.  
The option was issued pursuant to the WeServeHomes.com, Inc. 2000 Option/Stock Issuance Plan and is subject to repurchase rights
- (4) upon termination of employment according to the following: 25% of the shares lapse upon first anniversary of grant date and the remainder in a series of 36 successive equal monthly installments.
- (5) 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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