

SERVICEMASTER CO

Form 4

February 16, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
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(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock \$.01 par value	02/14/2006		A ⁽¹⁾		75,000	A	\$ 0 782,722
						D	

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

**Persons who respond to the collection of
information contained in this form are not
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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nun 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 DOWNERS 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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