

SUTTON DENNIS R
Form 5
February 14, 2007

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
SUTTON DENNIS R

(Last) (First) (Middle)

3250 LACEY ROAD, SUITE 600

(Street)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group Reporting

(check applicable line)

DOWNERS
GROVE, IL 60515-1700

(City) (State) (Zip)

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common stock \$.01 par value	Â	Â	Â	Â	Â	Â	27,127 ⁽¹⁾	D	Â
Common stock \$.01 par value	Â	Â	Â	Â	Â	Â	348 ⁽²⁾	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 2270 (9-02)

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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)
					(A) (D)	Date Exercisable Expiration Date	Title
1998 Non-Qual. Stock Option (Right to Buy)	\$ 8.75	Â	Â	Â	Â Â	08/08/2001 08/07/2007	Common stock \$0.1 par value
1998 Non-Qual. Stock Option (Right to Buy)	\$ 11.4125	Â	Â	Â	Â Â	04/03/2001 04/02/2010	Common stock \$0.1 par value
1998 Non-Qual. Stock Option (Right to Buy)	\$ 18.075	Â	Â	Â	Â Â	01/29/2000 01/28/2009	Common stock \$0.1 par value
1998 Non-Qual. Stock Option (Right to Buy)	\$ 18.2583	Â	Â	Â	Â Â	02/16/1999 02/15/2008	Common stock \$0.1 par value
1998 Empl. Stock Option (Right to Buy)	\$ 18.075	Â	Â	Â	Â Â	01/29/2000 01/28/2009	Common stock \$0.1 par value
2000 Empl. Stock Option (Right to Buy)	\$ 9.88	Â	Â	Â	Â Â	03/18/2004 03/17/2013	Common stock \$0.1 par value
2000 Empl. Stock Option (Right to Buy)	\$ 13.83	Â	Â	Â	Â Â	02/08/2003 02/07/2009	Common stock \$0.1 par value
2003 EIP Stock Appreciation Right	\$ 10.73	Â	Â	Â	Â Â	02/13/2005 02/12/2014	Common stock \$0.1 par

										value
2003 EIP Stock Appreciation Right	\$ 12.45	Â	Â	Â	Â	Â	02/14/2007	02/13/2016	Common stock \$0.01 par value	25
2003 EIP Stock Appreciation Right	\$ 13.44	Â	Â	Â	Â	Â	02/11/2006	02/10/2015	Common stock \$0.01 par value	15
2003 EIP Employee Stock Option (Right to Buy)	\$ 12.91	Â	Â	Â	Â	Â	11/22/2005	11/21/2014	Common stock \$0.01 par value	25

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUTTON DENNIS R 3250 LACEY ROAD, SUITE 600 DOWNERS GROVE, IL 60515-1700	Â	Â	Â TGL PRESIDENT & COO	Â

Signatures

Cristen Kogl by power of attorney 02/14/2007

**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 shares acquired through the ServiceMaster Employee Share Purchase Plan through December 31, 2006.
- (2) Includes shares acquired through the ServiceMaster Profit Sharing and Retirement Plan through December 31, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.