

SERVICEMASTER CO
Form 5
February 14, 2005

FORM 5

**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).
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 *
WARD JONATHAN P

(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)
12/31/2004

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

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 | 610,725 ⁽¹⁾ | D | Â |
| Common stock \$.01 par value | Â | Â | Â | Â | Â | Â | 295 ⁽²⁾ | I | 401(k) plan |

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

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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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|------------------|---|--------------|----------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option (Right to buy) | \$ 10.5 | Â | Â | Â | Â | Â | 01/09/2002 | 01/08/2011 | Common Stock | 1,630 |
| Employee Stock Option (Right to buy) | \$ 13.83 | Â | Â | Â | Â | Â | 02/08/2003 | 02/07/2009 | Common Stock | 425, |
| Employee Stock Option (Right to buy) | \$ 13.87 | Â | Â | Â | Â | Â | 02/28/2001 | 02/27/2007 | Common Stock | 3,6 |
| 2000 Employee Stock Option (Right to Buy) | \$ 9.88 | Â | Â | Â | Â | Â | 03/18/2004 | 03/17/2013 | Common Stock | 172, |
| 2003 EIP Stock Appreciation Right | \$ 10.73 | Â | Â | Â | Â | Â | 02/13/2005 | 02/12/2014 | Common Stock | 190, |

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 | Â X | Â | Â Chairman & CEO | Â |

Signatures

Sandra L. Groman by power of
attorney

02/14/2005

__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) Direct holdings include 2,033 shares acquired through the ServiceMaster Employee Share Purchase Plan during the months of October through December 2004 and 1,298 shares acquired through the ServiceMaster Dividend Reinvestment Plan during the month of December 2004.

(2) Indirect holdings include 3 shares purchased through the ServiceMaster Profit Sharing and Retirement Plan during the month of November 2004.

(3) 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.

(4) The option is exercisable in five equal annual installments beginning on the first anniversary of the date of the grant.

(5) The option was issued pursuant to the WeServeHomes.com, Inc. 2000 Option/Stock Issuance Plan and is subject to repurchase rights 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.

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