

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 \*  
MCLENNAN JAMES DUDLEY

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
3250 LACEY ROAD, SUITE 600  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/14/2006

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

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

DOWNERS  
GROVE, IL 60515-1700

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Common stock \$.01 par value    | 02/14/2006                           |  | A                              | A   | \$ 0  | 72,641   | D   |
| Common stock \$.01 par value    |                                      |  |                                |   |   | 3,711 <sup>(1)</sup>                                     | I Dir.Def. Fee Trust                                  |

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

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SEC 1474 (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 Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title   | Amount or Number of Shares |
| Stock Options (Right to buy)               | \$ 10.02   |                                      |  |                                |   | 04/27/2002   | 04/26/2008  | Common Stock  | 15,000                     |
| Stock Options (Right to buy)               | \$ 11.2222   |                                      |  |                                |   | 02/13/1998   | 02/12/2007  | Common stock<br>\$.01 par value                             | 11,250                     |
| Stock Options (Right to buy)               | \$ 13.2069   |                                      |  |                                |   | 09/30/1999   | 09/29/2009  | Common Stock  | 8,367                      |
| Stock Options (Right to buy)               | \$ 13.972  |                                      |  |                                |   | 04/15/2003   | 04/14/2009  | Common Stock  | 15,000                     |
| Stock Options (Right to buy)               | \$ 15.5231   |                                      |  |                                |   | 06/30/1999   | 06/29/2009  | Common Stock  | 2,464                      |
| Stock Options (Right to buy)               | \$ 15.7392   |                                      |  |                                |   | 03/31/1998   | 03/30/2008  | Common stock<br>\$.01 par value                             | 3,780                      |
| Stock Options (Right to buy)               | \$ 17.1913   |                                      |  |                                |   | 03/31/1999   | 03/30/2009  | Common Stock  | 5,192                      |
| Stock Options (Right to buy)               | \$ 18.0413   |                                      |  |                                |   | 09/30/1998   | 09/29/2008  | Common stock<br>\$.01 par                                   | 3,298                      |

|                                       |            |            |            |                              |       |
|---------------------------------------|------------|------------|------------|------------------------------|-------|
| buy)                                  |            |            |            | value                        |       |
| Stock Options (Right to buy)          | \$ 18.6788 | 12/31/1998 | 12/30/2008 | Common stock \$.01 par value | 3,793 |
| Stock Options (Right to buy)          | \$ 19.3588 | 06/30/1998 | 06/29/2008 | Common stock \$.01 par value | 1,904 |
| 2001 Dir. Stock Option (Right to Buy) | \$ 9.96    | 05/21/2004 | 05/20/2013 | Common Stock                 | 7,500 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MCLENNAN JAMES DUDLEY<br>3250 LACEY ROAD, SUITE 600<br>DOWNERS GROVE, IL 60515-1700 | X             |           |         |       |

## 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) Directors Deferred Fees Trust includes 35 shares acquired through the dividend reinvestment feature of the plan during the month of November 2005.
- (2) The option is exercisable in five equal annual installments beginning on the first anniversary of the date of the 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.