

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
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MROZEK ERNEST J

(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
__X__ Officer (give title below) ____ Other (specify below)

PRESIDENT & COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common stock \$.01 par value	02/14/2006		A ⁽¹⁾	37,500	A \$ 0 537,049	D	
Common stock \$.01 par value					4,804 ⁽²⁾	I	by 401(k) plan
Common stock \$.01 par value					3,272 ⁽³⁾	I	Deferred Comp

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)

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 A Underlying S (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Options (Right to buy)	\$ 13.83							02/08/2003	02/07/2009	Common stock \$.01 par value
Stock Options (Right to buy)	\$ 13.972							05/03/2003	05/02/2009	Common stock \$.01 par value
1997 Option Plan (Right to Buy)	\$ 11.2222							02/13/1998	02/12/2007	Common stock \$.01 par value
1998 Non-Qual.Stock Option (Right to Buy)	\$ 18.075							01/29/2000	01/28/2009	Common Stock
Senior Ex. Ownership Elec. Plan (Right to Buy)	\$ 11.5							12/31/2000	12/31/2009	Common stock \$.01 par value
1998 Empl. Stock Option(Right to Buy)	\$ 18.2583							02/16/1999	02/15/2008	Common stock \$.01 par value
2000 Empl Stock Option (Right to Buy)	\$ 8.75							08/08/2001	08/07/2007	Common stock \$.01 par value
2000 Empl Stock Option	\$ 9.88							03/18/2004	03/17/2013	Common Stock

(Right to Buy)

2000 Emplee Stock Option (Right to Buy)	\$ 10.52				03/16/2002	03/15/2008	Common stock \$.01 par value
WSH Emplee Stock Option (Right to Buy)	\$ 13.87				05/04/2000	05/03/2006	Common stock \$.01 par value
2003 EIP Stock Appreciation Right	\$ 10.73				02/13/2005	02/12/2014	Common Stock
2003 EIP Stock Appreciation Right	\$ 12.45	02/14/2006	A	112,500	02/14/2007	02/13/2016	Common Stock
2003 EIP Stock Appreciation Right	\$ 13.44				02/11/2006	02/10/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MROZEK ERNEST J 3250 LACEY ROAD, SUITE 600 DOWNERS GROVE, IL 60515-1700			PRESIDENT & COO	

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) Includes 44 shares purchased through the ServiceMaster Profit Sharing and Retirement Plan during the month of November 2005.
- (3) Includes 30 shares purchased through the dividend reinvestment feature of the ServiceMaster Deferred Compensation Plan during the month November 2005.
- (4) The option is exercisable in five equal annual installments beginning on the first anniversary of the date of the grant.
- (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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