

WARD JONATHAN P
Form 4
November 03, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
WARD JONATHAN P

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

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2004

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

(Street)

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common stock \$.01 par value	11/01/2004		A ⁽¹⁾	367,826	A	\$ 0	603,978 ⁽²⁾	D
Common stock \$.01 par value							292 ⁽³⁾	I
								401(k) plan

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

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SEC 1474 (9-02)

number.

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to buy)	\$ 10.5					01/09/2002	01/08/2011	Common Stock	1,630,000
Employee Stock Option (Right to buy)	\$ 13.83					02/08/2003	02/07/2009	Common Stock	425,000
Employee Stock Option (Right to buy)	\$ 13.87					02/28/2001	02/27/2007	Common Stock	3,605
2000 Employee Stock Option (Right to Buy)	\$ 9.88					03/18/2004	03/17/2013	Common Stock	172,000
2003 EIP Stock Appreciation Right	\$ 10.73					02/13/2005	02/12/2014	Common Stock	190,000

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

11/03/2004

__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.
Direct holdings include 4,216 shares acquired through the ServiceMaster Employee Share Purchase Plan during the months of April through September 2004 and 1,507 shares acquired through the ServiceMaster Dividend Reinvestment Plan during the months of May and August 2004.
 - (2) Indirect holdings include 5 shares purchased through the ServiceMaster Profit Sharing and Retirement Plan during the months of April and July 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.
The option was issued pursuant to the WeServeHomes.com, Inc. 2000 Option/Stock Issuance Plan and is subject to repurchase rights
 - (5) 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.

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.