

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 *
GRIFFITHS BRIAN

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)
Common stock \$.01 par value	02/14/2006		A	4,618 A	\$ 0 15,917	D	
Common stock \$.01 par value					846 ⁽¹⁾	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Right to buy)	\$ 9.21					12/31/2002 12/31/2012	Common Stock 7,870
1997 Option Plan (Right to Buy)	\$ 11.2222					02/13/1998 02/12/2007	Common stock \$.01 par value 38,250
2001 Dir. Stock Option (Right to Buy)	\$ 9.96					05/21/2004 05/20/2013	Common Stock 7,500
2001 Dir. Stock Option (Right to Buy)	\$ 10.02					04/27/2002 04/26/2008	Common stock \$.01 par value 15,000
2001 Dir. Stock Option (Right to Buy)	\$ 11.46					07/01/2002 06/30/2012	Common Stock 6,807
2001 Dir. Stock Option (Right to Buy)	\$ 11.6					04/01/2002 03/31/2012	Common Stock 7,692
2001 Dir. Stock Option (Right to Buy)	\$ 13.44					02/11/2006 02/10/2015	Common Stock 11,719
2001 Dir. Stock Option (Right to	\$ 13.972					04/15/2002 04/14/2009	Common Stock 15,000

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Buy)					
Non-Employee Dir.Dis. Option (Right to Buy)	\$ 8.4788	09/30/2000	09/29/2010	Common stock \$.01 par value	9,190
Non-Employee Dir.Dis. Option (Right to Buy)	\$ 8.7232	12/31/2000	12/30/2010	Common stock \$.01 par value	5,034
Non-Employee Dir.Dis. Option (Right to Buy)	\$ 9.0916	09/30/2001	09/29/2011	Common stock \$.01 par value	6,077
Non-Employee Dir.Dis. Option (Right to Buy)	\$ 9.1	09/30/2002	09/29/2012	Common Stock	7,919
Non-Employee Dir.Dis. Option (Right to Buy)	\$ 9.7856	03/31/2000	03/30/2010	Common stock \$.01 par value	5,646
Non-Employee Dir.Dis. Option (Right to Buy)	\$ 10.2319	06/30/2000	06/29/2010	Common stock \$.01 par value	5,954
Non-Employee Dir.Dis. Option (Right to Buy)	\$ 11.81	01/01/2002	12/31/2011	Common stock \$.01 par value	7,091
Non-Employee Dir.Dis. Option (Right to Buy)	\$ 13.2069	09/30/1999	09/29/2009	Common Stock	8,367
Non-Employee Dir.Dis. Option (Right to Buy)	\$ 15.5231	06/30/1999	06/30/2009	Common stock \$.01 par value	3,559

Non-Employee Dir.Dis. Option (Right to Buy)	\$ 15.7392	03/31/1998	03/30/2008	Common stock \$.01 par value	3,780
Non-Employee Dir.Dis. Option (Right to Buy)	\$ 17.1913	03/31/1999	03/30/2009	Common stock \$.01 par value	4,203
Non-Employee Dir.Dis. Option (Right to Buy)	\$ 18.0413	09/30/1998	09/29/2008	Common stock \$.01 par value	3,298
Non-Employee Dir.Dis. Option (Right to Buy)	\$ 18.6788	12/31/1998	12/30/2008	Common stock \$.01 par value	3,489
Non-Employee Dir.Dis. Option (Right to Buy)	\$ 19.3588	06/30/1998	08/28/2002	Common stock \$.01 par value	2,781
Non-Employee Dir. Share Plan (Right to Buy)	\$ 9.2593	02/15/1997	02/15/2006	Common Stock	10,125

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRIFFITHS BRIAN 3250 LACEY ROAD, SUITE 600 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 94 shares acquired through the dividend reinvestment feature of the plan during the period of January through December 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.

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