

SERVICEMASTER CO
Form 4
February 27, 2006

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

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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 *
GOETZ JAMES A

(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)
02/23/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

SENIOR VICE PRESIDENT

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-----------------|---|--|-----------------------------------|
| | | | | (A) or (D) | Amount or Price | | | |
| Common stock \$.01 par value | 02/23/2006 | | A | V | 4,000 | A \$ 0 | 52,138 ⁽¹⁾ | D |
| Common stock \$.01 par value | | | | | | 167 ⁽²⁾ | I | By 401(k) plan |

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

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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 |
| 2000 Emplee Stock Option (Right to Buy) | \$ 9.88 | | | | | 03/18/2004 | 03/17/2013 | Common Stock | 43,333 |
| 2000 Emplee Stock Option (Right to Buy) | \$ 13.87 | | | | | 01/11/2002 | 09/10/2006 | Common Stock | 17,469 |
| 2000 Emplee Stock Option (Right to Buy) | \$ 13.87 | | | | | 01/11/2002 | 01/10/2009 | Common Stock | 50,000 |
| WSH Emplee Stock Option (Right to Buy) | \$ 13.87 | | | | | 09/11/2000 | 09/10/2006 | Common Stock | 18,025 |
| WSH Emplee Stock Option (Right to Buy) | \$ 13.87 | | | | | 05/02/2001 | 05/01/2007 | Common Stock | 4,506 |
| 2003 EIP Stock Appreciation Right | \$ 10.73 | | | | | 02/13/2005 | 02/12/2014 | Common Stock | 32,500 |
| 2003 EIP Stock Appreciation Right | \$ 12.45 | | | | | 02/14/2007 | 02/13/2016 | Common Stock | 40,000 |
| | \$ 13.44 | | | | | 02/11/2006 | 02/10/2015 | | 37,500 |

