

SERVICEMASTER CO
Form 5
February 11, 2005

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
MCLENNAN JAMES DUDLEY

(Last) (First) (Middle)

3250 LACEY ROAD, SUITE 600

(Street)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

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)

6. Individual or Joint/Group Reporting

(check applicable line)

DOWNERS GROVE, IL 60515-1700

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common stock \$.01 par value	Â	Â	Â	Â	Â	Â	53,992	D	Â
Common stock \$.01 par value	Â	Â	Â	Â	Â	Â	3,586 ⁽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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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. Amount or Number of Shares
					(A) (D)	Date Exercisable	Expiration Date	Title	
Stock Options (Right to buy)	\$ 9.2593	Â	Â	Â	Â Â	02/16/1997	02/15/2006	Common stock \$0.01 par value	10,125
Stock Options (Right to buy)	\$ 10.02	Â	Â	Â	Â Â	04/27/2002	04/26/2008	Common Stock	15,000
Stock Options (Right to buy)	\$ 11.2222	Â	Â	Â	Â Â	02/13/1998	02/12/2007	Common stock \$0.01 par value	11,250
Stock Options (Right to buy)	\$ 13.2069	Â	Â	Â	Â Â	09/30/1999	09/29/2009	Common Stock	8,367
Stock Options (Right to buy)	\$ 13.972	Â	Â	Â	Â Â	04/15/2003	04/14/2009	Common Stock	15,000
Stock Options (Right to buy)	\$ 15.5231	Â	Â	Â	Â Â	06/30/1999	06/29/2009	Common Stock	2,464
Stock Options (Right to buy)	\$ 15.7392	Â	Â	Â	Â Â	03/31/1998	03/30/2008	Common stock \$0.01 par value	3,780
Stock Options (Right to buy)	\$ 17.1913	Â	Â	Â	Â Â	03/31/1999	03/30/2009	Common Stock	5,192

buy)											
Stock Options (Right to buy)	\$ 18.0413	^	^	^	^	^	09/30/1998	09/29/2008	Common stock \$0.01 par value	3,298	
Stock Options (Right to buy)	\$ 18.6788	^	^	^	^	^	12/31/1998	12/30/2008	Common stock \$0.01 par value	3,793	
Stock Options (Right to buy)	\$ 19.3588	^	^	^	^	^	06/30/1998	06/29/2008	Common stock \$0.01 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 3250 LACEY ROAD, SUITE 600 DOWNERS GROVE, IL 60515-1700	^ X	^	^	^

Signatures

Sandra L. Groman by power of attorney
Date: 02/11/2005

**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) Includes 63 shares acquired through dividend reinvestment during the months of August and December 2004.
 - (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 provided 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.