

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 *
MROZEK ERNEST J

(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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
PRESIDENT & COO

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

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)			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)
				(A)	or	(D)	Price		
Common stock \$.01 par value	Â	Â	Â	Â	Â	Â	455,350	D	Â
Common stock \$.01 par value	Â	Â	Â	Â	Â	Â	4,542 ⁽¹⁾	I	by 401(k) plan
Common stock \$.01 par value	Â	Â	Â	Â	Â	Â	3,163 ⁽²⁾	I	Deferred Comp

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

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

2000 Empl Stock Option (Right to Buy)	\$ 9.88	Â	Â	Â	Â	Â	03/18/2004	03/17/2013	Common Stock	13
2000 Empl Stock Option (Right to Buy)	\$ 10.52	Â	Â	Â	Â	Â	03/16/2002	03/15/2008	Common stock \$.01 par value	25
10+ Option Share Plan (Right to Buy)	\$ 9.2593	Â	Â	Â	Â	Â	02/16/1997	02/15/2006	Common stock \$.01 par value	8
WSH Empl Stock Option (Right to Buy)	\$ 13.87	Â	Â	Â	Â	Â	05/04/2000	05/03/2006	Common stock \$.01 par value	2
2003 EIP Stock Appreciation Right	\$ 10.73	Â	Â	Â	Â	Â	02/13/2005	02/12/2014	Common Stock	10

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	Â	Â	Â PRESIDENT & COO	Â

Signatures

Sandra L. Groman by power of attorney 02/10/2005

**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 118 shares purchased through the ServiceMaster Profit Sharing and Retirement Plan during the months of April, July and November 2004.
- (2) Includes 82 shares purchased through the dividend reinvestment feature of the ServiceMaster Deferred Compensation Plan during the months of April, July and November 2004.
- (3) 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.