SERVICEMASTER CO

Form 5

February 10, 2005

FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

Form 3 Holdings Reported

Form 4 Transactions Reported

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

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 <u>*</u> GOETZ JAMES A	2. Issuer Name **and** Ticker or Trading Symbol SERVICEMASTER CO [SVM]	5. Relationship of Reporting Person(s) to Issuer
(Last)　(First)　(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2004	(Check all applicable) _____ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) below) SENIOR VICE PRESIDENT
3250 LACEY ROAD, SUITE 600		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting (check applicable line)
DOWNERS GROVE,Â ILÂ 60515-1700		_X_ Form Filed by One Reporting Person ___ Form Filed by More than One Reporting Person
(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common stock $.01 par value	Â	Â	Â	Â	Â	Â	32,502 <u>(1)</u>	D	Â

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (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 Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2000 Emplee Stock Option (Right to Buy)	$ 9.88	Â	Â	Â	Â	Â	03/18/2004	03/17/2013	Common Stock	43,33
2000 Emplee Stock Option (Right to Buy)	$ 13.87	Â	Â	Â	Â	Â	01/11/2002	09/10/2006	Common Stock	17,46
2000 Emplee Stock Option (Right to Buy)	$ 13.87	Â	Â	Â	Â	Â	01/11/2002	01/10/2009	Common Stock	50,00
WSH Emplee Stock Option (Right to Buy)	$ 13.87	Â	Â	Â	Â	Â	09/11/2000	09/10/2006	Common Stock	18,02
WSH Emplee Stock Option (Right to Buy)	$ 13.87	Â	Â	Â	Â	Â	05/02/2001	05/01/2007	Common Stock	4,50
2003 EIP Stock Appreciation Right	$ 10.73	Â	Â	Â	Â	Â	02/13/2005	02/12/2014	Common Stock	32,50

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOETZ JAMES A 3250 LACEY ROAD, SUITE 600 DOWNERS GROVE,Â ILÂ 60515-1700	Â	Â	Â SENIOR VICE PRESIDENT	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 408 shares acquired through the ServiceMaster Dividend Reinvestment Plan during the months May, 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.