

SERVICEMASTER CO
Form 5
February 11, 2005

FORM 5

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

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

**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

OMB APPROVAL

OMB
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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

(City) (State) (Zip)

☒ 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 Indirect Beneficial Ownership (Instr. 4)
				(A) Amount	or (D)	Price			
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 <u>(1)</u>	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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contained in this form are not required to respond unless
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SEC 2270
(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)	8. D S (I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 9.2593	Â	Â	Â	Â Â	02/16/1997 02/15/2006	Common stock \$.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 \$.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 \$.01 par value	3,780
Stock Options (Right to	\$ 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	Â	Â	Â	Â	Â	09/30/1998	09/29/2008	Common stock \$0.01 par value	3,298
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Stock Options (Right to buy)	\$ 18.6788	Â	Â	Â	Â	Â	12/31/1998	12/30/2008	Common stock \$0.01 par value	3,793
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Stock Options (Right to buy)	\$ 19.3588	Â	Â	Â	Â	Â	06/30/1998	06/29/2008	Common stock \$0.01 par value	1,904
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2001

Dir. Stock Option (Right to Buy)	\$ 9.96	Â	Â	Â	Â	Â	05/21/2004	05/20/2013	Common Stock	7,500
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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	Â X	Â	Â	Â

Signatures

Sandra L. Groman by power of attorney 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.