

MCLENNAN JAMES DUDLEY

Form 5

February 13, 2006

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
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. 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)
12/31/20054. 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	68,023	D	Â
Common stock \$.01 par value	Â	Â	Â	Â	Â	Â	3,711 ⁽¹⁾	I	Dir.Def. Fee Trust

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)

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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.
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
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 buy)	\$ 17.1913	Â	Â	Â	Â Â	03/31/1999 03/30/2009	Common Stock	5,192
Stock Options (Right to	\$ 18.0413	Â	Â	Â	Â Â	09/30/1998 09/29/2008	Common stock \$.01 par	3,298

buy)										value	
Stock Options (Right to buy)	\$ 18.6788	Â	Â	Â	Â	Â	12/31/1998	12/30/2008	Common stock \$.01 par value	3,793	
Stock Options (Right to buy)	\$ 19.3588	Â	Â	Â	Â	Â	06/30/1998	06/29/2008	Common stock \$.01 par value	1,904	
2001 Dir. Stock Option (Right to Buy)	\$ 9.96	Â	Â	Â	Â	Â	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	Â X	Â	Â	Â

Signatures

Sandra L. Groman by power of attorney 02/13/2006

__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) Directors Deferred Fees Trust includes 35 shares acquired through the dividend reinvestment feature of the plan during the month of November 2005.
- (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.