

SERVICEMASTER CO
Form 4
February 16, 2006

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Isakson Michael M

(Last) (First) (Middle)
3250 LACEY ROAD, SUITE 600
(Street)

DOWNERS
GROVE, IL 60515-1700

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2006

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)
Pres & COO ServiceMaster Clean

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------------|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common stock \$.01 par value | 02/14/2006 | | A | 8,333 | A | \$ 0 | 160,386 | D |
| Common stock \$.01 par value | | | | | | | 1,567 | I by spouse |
| Common stock \$.01 par value | | | | | | | 2,149 ⁽¹⁾ | I 401(k) plan |
| Common | | | | | | | 3,284 | I by spouse |

stock \$.01
par value

and
children

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| 1997 Option Plan (Right to Buy) | \$ 11.2222 | | | | | 02/13/1998 02/12/2007 | Common stock \$.01 par value | 36,000 |
| 1998 Empl. Stock Option (Right to Buy) | \$ 18.075 | | | | | 01/29/2000 01/28/2009 | Common stock \$.01 par value | 35,000 |
| 1998 Empl. Stock Option (Right to Buy) | \$ 18.2583 | | | | | 02/16/1999 02/15/2008 | Common stock \$.01 par value | 22,500 |
| WSH Empl. Stock Option (Right to Buy) | \$ 13.87 | | | | | 05/04/2000 05/03/2006 | Common stock \$.01 par value | 54,000 |
| 2000 Employee Stock Option (Right to Buy) | \$ 8.75 | | | | | 08/08/2001 08/07/2007 | Common stock \$.01 par value | 30,000 |
| 2000 Employee Stock Option (Right to Buy) | \$ 9.88 | | | | | 03/18/2004 03/17/2013 | Common stock \$.01 par value | 16,000 |

Buy)

2000

Employee

Stock Option \$ 10.52
(Right to Buy)

03/16/2002 03/15/2008

Common stock
\$.01 par value

30,000

2000

Employee

Stock Option \$ 13.83
(Right to Buy)

02/08/2003 02/07/2009

Common stock
\$.01 par value

25,000

2003 EIP

Stock Appreciation Right \$ 10.73

02/13/2005 02/12/2014

Common stock
\$.01 par value

17,500

2003 EIP

Stock Appreciation Right \$ 12.45 02/14/2006

A 25,000

02/14/2007 02/13/2016

Common Stock

25,000

2003 EIP

Stock Appreciation Right \$ 13.44

02/11/2006 02/10/2015

Common stock
\$.01 par value

20,000

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------|---------------------|
| | Director | 10% Owner | Officer | Other |
| Isakson Michael M 3250 LACEY ROAD, SUITE 600 DOWNS GROVE, IL 60515-1700 | | | Pres & COO | ServiceMaster Clean |

Signatures

Sandra L. Groman by power of attorney 02/16/2006

__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) Includes 17 shares purchased through the ServiceMaster Profit Sharing and Retirement Plan during the months of June through December 2005.

(2) The stock appreciation right is exercisable in five equal annual installments beginning on the first anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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