

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 *
ENGEL MITCHELL T

(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)
Chief Marketing Officer

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

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)	(A) or (D)	Price	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)
Common stock \$.01 par value	Â	Â	Â	Â	Â	Â	47,461 ⁽¹⁾	D	Â
Common stock \$.01 par value	Â	Â	Â	Â	Â	Â	4,686 ⁽²⁾	I	Deferred Comp

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

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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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
2000 Emplee Stock Option (Right to Buy)	\$ 9.88	Â	Â	Â	Â Â	03/18/2004 03/18/2013	Common stock \$.01 par value 60,000
2000 Emplee Stock Option (Right to Buy)	\$ 13.73	Â	Â	Â	Â Â	04/08/2003 04/07/2009	Common stock \$.01 par value 200,000
2003 EIP Stock Appreciation Right	\$ 10.73	Â	Â	Â	Â Â	02/13/2005 02/12/2014	Common Stock 45,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ENGEL MITCHELL T 3250 LACEY ROAD, SUITE 600 DOWNERS GROVE, IL 60515-1700	Â	Â	Â Chief Marketing Officer	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).

Direct holdings include 3,878 shares purchased through the ServiceMaster Employee Share Purchase Plan during the months of February (1) through December 2004; and 625 shares purchased through the ServiceMaster Dividend Reinvestment Plan during the months May through December 2004.

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- (2) Includes 122 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.

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