

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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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

1. Name and Address of Reporting Person *
GRIFFITHS BRIAN

(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)

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)			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)	or	(D)	Price		
Common stock \$.01 par value	Â	Â	Â	Â	Â	Â	7,393	D	Â
Common stock \$.01 par value	Â	Â	Â	Â	Â	Â	817 ⁽¹⁾	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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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 or Number of Shares
Stock Options (Right to buy)	\$ 9.21	Â	Â	Â	Â	Â	12/31/2002	12/31/2012	Common Stock	7,870
1997 Option Plan (Right to Buy)	\$ 11.2222	Â	Â	Â	Â	Â	02/13/1998	02/12/2007	Common stock \$0.01 par value	38,250
2001 Dir. Stock Option (Right to Buy)	\$ 9.96	Â	Â	Â	Â	Â	05/21/2004	05/20/2013	Common Stock	7,500
2001 Dir. Stock Option (Right to Buy)	\$ 10.02	Â	Â	Â	Â	Â	04/27/2002	04/26/2008	Common stock \$0.01 par value	15,000
2001 Dir. Stock Option (Right to Buy)	\$ 11.46	Â	Â	Â	Â	Â	07/01/2002	06/30/2012	Common Stock	6,807
2001 Dir. Stock Option (Right to Buy)	\$ 11.6	Â	Â	Â	Â	Â	04/01/2002	03/31/2012	Common Stock	7,692
2001 Dir. Stock Option (Right to Buy)	\$ 13.972	Â	Â	Â	Â	Â	04/15/2002	04/14/2009	Common Stock	15,000
Non-Employee Dir. Dis. Option	\$ 8.4788	Â	Â	Â	Â	Â	09/30/2000	09/29/2010	Common stock \$0.01 par	9,190

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(Right to Buy)										value	
Non-Employee Dir.Dis. Option (Right to Buy)	\$ 8.7232	Â	Â	Â	Â	Â	12/31/2000	12/30/2010	Common stock \$0.01 par value	5,034	
Non-Employee Dir.Dis. Option (Right to Buy)	\$ 9.0916	Â	Â	Â	Â	Â	09/30/2001	09/29/2011	Common stock \$0.01 par value	6,077	
Non-Employee Dir.Dis. Option (Right to Buy)	\$ 9.1	Â	Â	Â	Â	Â	09/30/2002	09/29/2012	Common Stock	7,919	
Non-Employee Dir.Dis. Option (Right to Buy)	\$ 9.7856	Â	Â	Â	Â	Â	03/31/2000	03/30/2010	Common stock \$0.01 par value	5,640	
Non-Employee Dir.Dis. Option (Right to Buy)	\$ 10.2319	Â	Â	Â	Â	Â	06/30/2000	06/29/2010	Common stock \$0.01 par value	5,954	
Non-Employee Dir.Dis. Option (Right to Buy)	\$ 11.81	Â	Â	Â	Â	Â	01/01/2002	12/31/2011	Common stock \$0.01 par value	7,091	
Non-Employee Dir.Dis. Option (Right to Buy)	\$ 13.2069	Â	Â	Â	Â	Â	09/30/1999	09/29/2009	Common Stock	8,367	
Non-Employee Dir.Dis. Option (Right to Buy)	\$ 15.5231	Â	Â	Â	Â	Â	06/30/1999	06/30/2009	Common stock \$0.01 par value	3,559	
Non-Employee Dir.Dis. Option (Right to Buy)	\$ 15.7392	Â	Â	Â	Â	Â	03/31/1998	03/30/2008	Common stock \$0.01 par value	3,780	

Buy)

Non-Employee Dir.Dis. Option (Right to Buy)	\$ 17.1913	^	^	^	^	^	03/31/1999	03/30/2009	Common stock \$.01 par value	4,203
Non-Employee Dir.Dis. Option (Right to Buy)	\$ 18.0413	^	^	^	^	^	09/30/1998	09/29/2008	Common stock \$.01 par value	3,298
Non-Employee Dir.Dis. Option (Right to Buy)	\$ 18.6788	^	^	^	^	^	12/31/1998	12/30/2008	Common stock \$.01 par value	3,489
Non-Employee Dir.Dis. Option (Right to Buy)	\$ 19.3588	^	^	^	^	^	06/30/1998	08/28/2002	Common stock \$.01 par value	2,781
Non-Employee Dir. Share Plan (Right to Buy)	\$ 9.2593	^	^	^	^	^	02/15/1997	02/15/2006	Common Stock	10,12

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRIFFITHS BRIAN 3250 LACEY ROAD, SUITE 600 DOWNERS GROVE, IL 60515-1700	^ X	^	^	^

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 29 shares acquired through the dividend reinvestment feature of the plan from January through 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.

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