

SERVICEMASTER CO
Form 4
December 01, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
SUTTON DENNIS R

(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)
11/22/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
CHIEF OPERATING OFFICER

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common stock \$.01 par value | 11/22/2006 | | F | 441 D \$ 12.095 | 27,045 | D | |
| Common stock \$.01 par value | | | | | 345 | I | by 401(k) Plan |

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

SEC 1474 (9-02)

number.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| 1998 Non-Qual. Stock Option (Right to Buy) | \$ 8.75 | | | | | 08/08/2001 | 08/07/2007 | Common stock \$.01 par value | 6,400 |
| 1998 Non-Qual. Stock Option (Right to Buy) | \$ 11.4125 | | | | | 04/03/2001 | 04/02/2010 | Common stock \$.01 par value | 7,500 |
| 1998 Non-Qual. Stock Option (Right to Buy) | \$ 18.075 | | | | | 01/29/2000 | 01/28/2009 | Common stock \$.01 par value | 15,000 |
| 1998 Non-Qual. Stock Option (Right to Buy) | \$ 18.2583 | | | | | 02/16/1999 | 02/15/2008 | Common stock \$.01 par value | 11,250 |
| 1998 Empl. Stock Option (Right to Buy) | \$ 18.075 | | | | | 01/29/2000 | 01/28/2009 | Common stock \$.01 par value | 2,400 |
| 2000 Empl. Stock Option (Right to Buy) | \$ 9.88 | | | | | 03/18/2004 | 03/17/2013 | Common stock \$.01 par value | 8,000 |
| 2000 Empl. Stock Option (Right to Buy) | \$ 13.83 | | | | | 02/08/2003 | 02/07/2009 | Common stock \$.01 par value | 20,000 |
| | \$ 270 | | | | | 05/04/2001 | 05/03/2006 | | 270 |

| | | | | | |
|--|----------|--|-----------------------|---------------------------------------|--------|
| WSH Empl Stock Option (Right to Buy) | | | | Common stock \$.01 par value | |
| 2003 EIP Stock Appreciation Right | \$ 10.73 | | 02/13/2005 02/12/2014 | Common stock \$.01 par value | 6,000 |
| 2003 EIP Stock Appreciation Right | \$ 12.45 | | 02/14/2007 02/13/2016 | Common stock \$.01 par value | 25,000 |
| 2003 EIP Stock Appreciation Right | \$ 13.44 | | 02/11/2006 02/10/2015 | Common stock \$.01 par value | 15,000 |
| 2003 EIP Employee Stock Option (Right to Buy) | \$ 12.91 | | 11/22/2005 11/21/2014 | Common stock \$.01 par value | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SUTTON DENNIS R 3250 LACEY ROAD, SUITE 600 DOWNERS GROVE, IL 60515-1700 | | | CHIEF OPERATING OFFICER | |

Signatures

Cristen Kogl by power of attorney
12/01/2006

__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).

Note: File three copies of this Form, one of which must be manually signed. If space 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.