

GOETZ JAMES A
Form 5
February 14, 2007

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
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1. Name and Address of Reporting Person *
GOETZ JAMES A

(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)
12/31/2006

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 _____ Other (specify
below) below)
SVP & CIO

6. Individual or Joint/Group Reporting

(check applicable line)

DOWNERS
GROVE, IL 60515-1700

(City) (State) (Zip)

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 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 Amount (D) Price			
Common stock \$.01 par value	Â	Â	Â	Â Â Â Â	41,807 ⁽¹⁾	D	Â
Common stock \$.01 par value	Â	Â	Â	Â Â Â Â	173 ⁽²⁾	I	By 401(k) plan

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
2000 Emplee Stock Option (Right to Buy)	\$ 9.88	Â	Â	Â	Â Â	03/18/2004 03/17/2013	Common Stock 43,33
2000 Emplee Stock Option (Right to Buy)	\$ 13.87	Â	Â	Â	Â Â	01/11/2002 01/10/2009	Common Stock 50,00
WSH Emplee Stock Option (Right to Buy)	\$ 13.87	Â	Â	Â	Â Â	05/02/2001 05/01/2007	Common Stock 4,500
2003 EIP Stock Appreciation Right	\$ 10.73	Â	Â	Â	Â Â	02/13/2005 02/12/2014	Common Stock 32,50
2003 EIP Stock Appreciation Right	\$ 12.45	Â	Â	Â	Â Â	02/14/2007 02/13/2016	Common Stock 40,00
2003 EIP Stock Appreciation Right	\$ 13.44	Â	Â	Â	Â Â	02/11/2006 02/10/2015	Common Stock 37,50

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOETZ JAMES A	Â	Â	Â SVP & CIO	Â

3250 LACEY ROAD, SUITE 600
DOWNS GROVE, IL 60515-1700

Signatures

Cristen Kogl by power of
attorney

02/14/2007

_____*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) 9,900 shares were gifted to charity on September 15, 2006. The balance also includes shares acquired through the Dividend Reinvestment Plan and through the dividend reinvestment feature of the Deferred Stock Unit agreement through December 31, 2006.
- (2) Includes shares acquired through the ServiceMaster Profit Sharing and Retirement Plan through December 31, 2006.
- (3) The option is exercisable in five equal annual installments beginning on the first anniversary of the date of the grant.
- (4) 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 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.