

BEREZNY PAUL W JR
Form 5
February 13, 2006

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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 *
BEREZNY PAUL W JR

(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)
12/31/2005

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

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) |
| | | | | Amount | (A) or (D) | Price | | | |
| Common stock \$.01 par value | Â | Â | Â | Â | Â | Â | 4,128 | D | Â |
| Common stock \$.01 par value | Â | Â | Â | Â | Â | Â | 662,984 | I | Berezny Holding |
| Common stock \$.01 par value | Â | Â | Â | Â | Â | Â | 1,260 | I | by Partnership |

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| | | | | | | | | | |
|------------------------------|------------|---|---|----|---|----------|----------------------|---|--------------------|
| Common stock \$.01 par value | Â | Â | Â | Â | Â | Â | 2,500 | I | by Spouse |
| Common stock \$.01 par value | Â | Â | Â | Â | Â | Â | 76,817 | I | by Trust for self |
| Common stock \$.01 par value | Â | Â | Â | Â | Â | Â | 540,064 | I | by Trust for wife |
| Common stock \$.01 par value | Â | Â | Â | Â | Â | Â | 61,192 | I | Cust. for children |
| Common stock \$.01 par value | 12/31/2005 | Â | A | 50 | A | \$ 11.93 | 1,493 ⁽¹⁾ | I | Dir.Def.Fee Trust |

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 number.

SEC 2270
(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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Options (Right to buy) | \$ 8.4788 | Â | Â | Â | Â | 09/30/2000 09/29/2010 | Common Stock | 10,52 |
| Stock Options (Right to buy) | \$ 8.7232 | Â | Â | Â | Â | 12/31/2000 12/30/2010 | Common Stock | 4,385 |
| Stock Options (Right to buy) | \$ 9.0916 | Â | Â | Â | Â | 09/30/2001 09/29/2011 | Common stock \$.01 par | 7,947 |

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| buy) | | | | | | | | | | value | |
|------------------------------|------------|---|---|---|---|---|------------|------------|-----------------------------|-------|--|
| Stock Options (Right to buy) | \$ 9.21 | Â | Â | Â | Â | Â | 12/31/2002 | 12/31/2012 | Common Stock | 7,870 | |
| Stock Options (Right to buy) | \$ 9.2593 | Â | Â | Â | Â | Â | 02/16/1997 | 02/15/2006 | Common stock \$01 par value | 10,12 | |
| Stock Options (Right to buy) | \$ 9.7325 | Â | Â | Â | Â | Â | 12/31/1999 | 12/30/2009 | Common Stock | 2,183 | |
| Stock Options (Right to buy) | \$ 9.7856 | Â | Â | Â | Â | Â | 03/31/2000 | 03/30/2010 | Common Stock | 5,640 | |
| Stock Options (Right to buy) | \$ 10.02 | Â | Â | Â | Â | Â | 04/27/2002 | 04/26/2008 | Common Stock | 15,00 | |
| Stock Options (Right to buy) | \$ 10.2319 | Â | Â | Â | Â | Â | 06/30/2000 | 06/29/2010 | Common Stock | 4,292 | |
| Stock Options (Right to buy) | \$ 11.2222 | Â | Â | Â | Â | Â | 02/13/1998 | 02/12/2007 | Common stock \$01 par value | 11,25 | |
| Stock Options (Right to buy) | \$ 11.81 | Â | Â | Â | Â | Â | 01/01/2002 | 12/31/2011 | Common Stock | 6,611 | |
| Stock Options (Right to buy) | \$ 13.2069 | Â | Â | Â | Â | Â | 09/30/1999 | 09/29/2009 | Common Stock | 8,045 | |
| Stock Options (Right to buy) | \$ 15.5231 | Â | Â | Â | Â | Â | 06/30/1999 | 06/29/2009 | Common stock \$01 par value | 2,464 | |
| Stock Options (Right to buy) | \$ 15.7392 | Â | Â | Â | Â | Â | 03/31/1998 | 03/30/2008 | Common stock \$01 par value | 3,780 | |

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| | | | | | | | | | | |
|---------------------------------------|------------|---|---|---|---|---|------------|------------|-----------------------------|-------|
| Stock Options (Right to buy) | \$ 17.1913 | Â | Â | Â | Â | Â | 03/31/1999 | 03/30/2009 | Common stock \$01 par value | 4,203 |
| Stock Options (Right to buy) | \$ 18.0413 | Â | Â | Â | Â | Â | 09/30/1998 | 09/29/2008 | Common Stock | 3,298 |
| Stock Options (Right to buy) | \$ 18.6788 | Â | Â | Â | Â | Â | 12/31/1998 | 12/30/2008 | Common stock \$01 par value | 2,882 |
| Stock Options (Right to buy) | \$ 19.3588 | Â | Â | Â | Â | Â | 06/30/1998 | 06/29/2008 | Common stock \$01 par value | 1,904 |
| 2001 Dir. Stock Option (Right to Buy) | \$ 8.4 | Â | Â | Â | Â | Â | 04/01/2003 | 03/31/2013 | Common Stock | 14,69 |
| 2001 Dir. Stock Option (Right to Buy) | \$ 8.63 | Â | Â | Â | Â | Â | 09/30/2003 | 09/29/2013 | Common Stock | 6,414 |
| 2001 Dir. Stock Option (Right to Buy) | \$ 9.02 | Â | Â | Â | Â | Â | 06/30/2003 | 06/29/2013 | Common Stock | 6,761 |
| 2001 Dir. Stock Option (Right to Buy) | \$ 9.94 | Â | Â | Â | Â | Â | 12/31/2003 | 12/30/2013 | Common Stock | 5,571 |
| 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) | \$ 10.73 | Â | Â | Â | Â | Â | 02/13/2005 | 02/12/2014 | Common Stock | 29,35 |
| 2001 Dir. Stock Option (Right to Buy) | \$ 11.46 | Â | Â | Â | Â | Â | 07/01/2002 | 06/30/2012 | Common Stock | 3,342 |
| | \$ 11.6 | Â | Â | Â | Â | Â | 04/01/2002 | 03/31/2012 | | 9,640 |

| | | | | | | | | | | | |
|---|-----------|---|---|---|---|---|------------|------------|-----------------|---------------------------------------|--|
| 2001 Dir. Stock Option (Right to Buy) | | | | | | | | | | Common stock \$.01 par value | |
| Non-Qual. Stock Option (Right to Buy) | \$ 13.972 | Â | Â | Â | Â | Â | 04/15/2003 | 04/14/2009 | Common Stock | 15,000 | |
| 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 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BEREZNY PAUL W JR 3250 LACEY ROAD, SUITE 600 DOWNERS GROVE, IL 60515-1700 | Â X | Â | Â | Â |

Signatures

Sandra L. Groman by power of attorney
02/13/2006

**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) Directors Deferred Fee Trust includes 136 shares acquired through the dividend reinvestment feature of the plan for the period of January through December 2005.

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.