

PRESTON STEVEN C
Form 4
March 22, 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 *
PRESTON STEVEN C

2. Issuer Name and Ticker or Trading Symbol
SERVICEMASTER CO [SVM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3250 LACEY ROAD, SUITE 600

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/20/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Ex. Vice President

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

DOWNERS
GROVE, IL 60515-1700

(City) (State) (Zip)

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)
			Code	V Amount (D) Price			
Common stock \$.01 par value	03/20/2006		F	753 D \$ 12.764	98,054	D	
Common stock \$.01 par value					855 ⁽¹⁾	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 Number of Shares
Stock Options (Right to buy)	\$ 13.4667					02/13/1999	02/12/2007	Common stock \$.01 par value	22,500
Stock Options (Right to buy)	\$ 13.83					02/08/2003	02/07/2009	Common Stock	100,000
1997 Option Plan (Right to Buy)	\$ 11.2222					02/13/1998	02/12/2007	Common stock \$.01 par value	225,000
1997 Option Plan (Right to Buy)	\$ 12.3467					02/13/1998	02/12/2007	Common stock \$.01 par value	22,500
1997 Option Plan (Right to Buy)	\$ 14.5911					02/13/2000	02/12/2007	Common stock \$.01 par value	22,500
1997 Option Plan (Right to Buy)	\$ 15.7111					02/13/2001	02/12/2007	Common stock \$.01 par value	22,500
1997 Option Plan (Right to Buy)	\$ 16.8355					02/13/2002	02/12/2007	Common stock \$.01 par value	22,500
Non-Qual. Stock Option (Right to Buy)	\$ 18.075					01/29/2000	01/28/2009	Common stock \$.01 par value	90,000

1998 Non-Qual. Stock Option (Right to Buy)	\$ 11.5	12/31/2000	12/31/2009	Common stock \$.01 par value	235,1
1998 Non-Qual. Stock Option (Right to Buy)	\$ 18.2583	02/16/1999	02/15/2008	Common Stock	45,0
Senior Ex. Ownership Elec. Plan (Right to Buy)	\$ 8.75	08/08/2001	08/07/2007	Common stock \$.01 par value	200,0
2000 Emplée Stock Option (Right to Buy)	\$ 9.88	03/18/2004	03/17/2013	Common Stock	66,6
2000 Emplée Stock Option (Right to Buy)	\$ 10.52	03/16/2002	03/15/2008	Common stock \$.01 par value	250,0
WSH Emplée Stock Option (Right to Buy)	\$ 13.87	05/04/2000	05/03/2006	Common stock \$.01 par value	2,52
2003 EIP Stock Appreciation Right	\$ 10.73	02/13/2005	02/12/2014	Common Stock	50,0
2003 EIP Stock Appreciation Right	\$ 13.44	02/11/2006	02/10/2015	Common Stock	50,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRESTON STEVEN C 3250 LACEY ROAD, SUITE 600 DOWNS GROVE, IL 60515-1700			Ex. Vice President	

Signatures

Sandra L. Groman by power of attorney
03/22/2006

**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) Includes 21 shares acquired through the ServiceMaster Profit Sharing and Retirement Plan during the months of March through December 2005.

(2) Exercise Vesting/Exercise Prices - 1st anniversary 20% exercisable at 110% FMV:\$12.3467 per share - 2nd anniversary 20% exercisable at 120% FMV - \$15.7111 per share - 3rd anniversary - 20% exercisable - at 130% FMV \$14.5911 per share - 4th anniversary 20% exercisable at 140% FMV \$13.4667 - 5th anniversary 20% exercisable at 150% of FMV - \$16.8355 per share FMV - Fair Market Value on Grant Date.

(3) The option is exercisable in five equal annual installments beginning on the first anniversary of the date of the grant.

(4) Option becomes exercisable 10% per year on anniversary date of the grant for a period of 8 years, the 9th anniversary the remaining 20% becomes exercisable..

(5) In 1999, ServiceMaster entered into a joint venture with Kleiner, Perkins, Caufield & Byers to develop an Internet company, We Serve Homes.com ("WSH"). A WSH option was granted in 2000. On January 11, 2002, the WSH option was converted into a ServiceMaster option at a ratio of 55.48 to 1, pursuant to a merger with a subsidiary of ServiceMaster in a transaction exempt under Rule 16b-7.

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.