

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 *
PETERSON DALLEN W

 (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

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) | (A) or (D) | Price | 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 Ownership (Instr. 4) |
| Common stock \$.01 par value | Â | Â | Â | Â | Â | Â | 7,253 | D | Â |
| Common stock \$.01 par value | Â | Â | Â | Â | Â | Â | 3,560 ⁽¹⁾ | I | Dir. Def. Fee Trust |
| Common stock \$.01 par value | Â | Â | Â | Â | Â | Â | 2,037,073 | I | Glendal, Inc. |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Options (Right to buy) | \$ 9.2593 | Â | Â | Â | Â Â | 02/16/1997 02/15/2006 | Common Stock | 10,125 |
| Stock Options (Right to buy) | \$ 10.02 | Â | Â | Â | Â Â | 04/27/2002 04/26/2008 | Common Stock | 15,000 |
| Stock Options (Right to buy) | \$ 11.2222 | Â | Â | Â | Â Â | 02/13/1998 02/12/2007 | Common Stock | 11,250 |
| Stock Options (Right to buy) | \$ 13.972 | Â | Â | Â | Â Â | 04/15/2003 04/14/2009 | Common Stock | 15,000 |
| 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 | 14,678 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PETERSON DALLEN W 3250 LACEY ROAD, SUITE 600 DOWNS GROVE, IL 60515-1700 | X | ^ | ^ | ^ |

Signatures

Sandra L. Groman by power of attorney 02/11/2005

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 126 shares acquired through dividend reinvestment during the months of February 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. 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.