

GOETZ JAMES A
Form 5
February 14, 2007

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 *
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
 Officer (give title below) Other (specify below)
SVP & CIO

6. Individual or Joint/Group Reporting

(check applicable line)

DOWNERS
GROVE, IL 60515-1700

(City) (State) (Zip)

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 | 41,807 ⁽¹⁾ | D | Â |
| Common stock \$.01 par value | 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 | 4,50 |
| 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
DOWNERS 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.