

MROZEK ERNEST J
Form 4
February 15, 2007

FORM 4

**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).

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 *
MROZEK ERNEST J

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

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

VICE CHAIRMAN

(Street)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common stock \$.01 par value	02/14/2007		F	109 ⁽¹⁾ D \$ 13.3	834,640	D	
Common stock \$.01 par value					4,993	I	by 401(k) plan
Common stock \$.01 par value					3,400	I	Deferred Comp

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

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SEC 1474
(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Options (Right to buy)	\$ 13.83					02/08/2003	02/07/2009	Common stock \$.01 par value	100,000
Stock Options (Right to buy)	\$ 13.972					05/03/2003	05/02/2009	Common stock \$.01 par value	200,000
1998 Non-Qual. Stock Option (Right to Buy)	\$ 18.075					01/29/2000	01/28/2009	Common Stock	82,500
Senior Ex. Ownership Elec. Plan (Right to Buy)	\$ 11.5					12/31/2000	12/31/2009	Common stock \$.01 par value	60,800
1998 Empl. Stock Option (Right to Buy)	\$ 18.2583					02/16/1999	02/15/2008	Common stock \$.01 par value	52,500
2000 Empl. Stock Option (Right to Buy)	\$ 8.75					08/08/2001	08/07/2007	Common stock \$.01 par value	175,000
2000 Empl. Stock Option (Right to Buy)	\$ 9.88					03/18/2004	03/17/2013	Common Stock	133,300

Instrument	Exercise Price	Grant Date	Expiration Date	Security	Quantity
2000 Empl Stock Option (Right to Buy)	\$ 10.52	03/16/2002	03/15/2008	Common stock \$.01 par value	250,000
WSH Empl Stock Option (Right to Buy)	\$ 13.87	05/04/2000	05/03/2006	Common stock \$.01 par value	2,160
2003 EIP Stock Appreciation Right	\$ 10.73	02/13/2005	02/12/2014	Common Stock	100,000
2003 EIP Stock Appreciation Right	\$ 12.45	02/14/2007	02/13/2016	Common Stock	112,500
2003 EIP Stock Appreciation Right	\$ 13.44	02/11/2006	02/10/2015	Common Stock	112,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MROZEK ERNEST J 3250 LACEY ROAD, SUITE 600 DOWNERS GROVE, IL 60515-1700			VICE CHAIRMAN	

Signatures

Cristen Kogl by power of attorney
02/15/2007

**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) Shares withheld for the tax obligation on restricted stock unit vesting. Mr. Mrozek has an agreement on file to automatically withhold shares for all vesting of restricted stock and restricted stock units. The agreement was pre-cleared and signed on August 8, 2005.
- (2) The option is exercisable in five equal annual installments beginning on the first anniversary of the date of the grant.
- (3) 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 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.