

SUTTON DENNIS R
Form 4
March 22, 2006

FORM 4

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

OMB APPROVAL

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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 *
SUTTON DENNIS R

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)
03/20/2006

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

CHIEF OPERATING OFFICER

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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	81 D \$ 12.764	27,316	D	
Common stock \$.01 par value					339	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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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)	Amount or Number of Shares
1998 Non-Qual. Stock Option (Right to Buy)	\$ 8.75					08/08/2001 08/07/2007	Common stock \$01 par value	6,400
1998 Non-Qual. Stock Option (Right to Buy)	\$ 11.4125					04/03/2001 04/02/2010	Common stock \$01 par value	7,500
1998 Non-Qual. Stock Option (Right to Buy)	\$ 18.075					01/29/2000 01/28/2009	Common stock \$01 par value	15,000
1998 Non-Qual. Stock Option (Right to Buy)	\$ 18.2583					02/16/1999 02/15/2008	Common stock \$01 par value	11,250
1998 Empl. Stock Option (Right to Buy)	\$ 18.075					01/29/2000 01/28/2009	Common stock \$01 par value	2,400
2000 Empl. Stock Option (Right to Buy)	\$ 9.88					03/18/2004 03/17/2013	Common stock \$01 par value	8,000
2000 Empl. Stock Option (Right to Buy)	\$ 13.83					02/08/2003 02/07/2009	Common stock \$01 par value	20,000
	\$ 270					05/04/2001 05/03/2006		270

WSH Empl Stock Option (Right to Buy)				Common stock \$.01 par value	
2003 EIP Stock Appreciation Right	\$ 10.73		02/13/2005 02/12/2014	Common stock \$.01 par value	6,000
2003 EIP Stock Appreciation Right	\$ 12.45		02/14/2007 02/13/2016	Common stock \$.01 par value	25,000
2003 EIP Stock Appreciation Right	\$ 13.44		02/11/2006 02/10/2015	Common stock \$.01 par value	15,000
2003 EIP Employee Stock Option (Right to Buy)	\$ 12.91		11/22/2005 11/21/2014	Common stock \$.01 par value	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUTTON DENNIS R 3250 LACEY ROAD, SUITE 600 DOWNERS GROVE, IL 60515-1700			CHIEF OPERATING OFFICER	

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).

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.