

SERVICEMASTER CO
Form 4
July 26, 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 *
CROMIE SCOTT 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)
07/24/2007

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

GROUP PRESIDENT

(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 Indirect Beneficial Ownership (Instr. 4)
				Code	V Amount (A) or (D) Price			
Common stock \$.01 par value	07/24/2007		D	52,638	D	\$ 15.625	0 (1)	D
Common stock \$.01 par value	07/24/2007		D	4,430	D	\$ 15.625	0 (1)	I 401(k) plan
Common stock \$.01 par value	07/24/2007		D	9,280	D	\$ 15.625	0 (1)	I by spouse
Common	07/24/2007		D	1,120	D	\$	0 (1)	I Deferred

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stock \$.01 par value					15.625			Comp	
Common stock \$.01 par value	07/24/2007		D	880	D	\$ 15.625	0 ⁽¹⁾	I	Cust. for children
Common stock \$.01 par value	07/24/2007		D	160	D	\$ 15.625	0 ⁽¹⁾	I	Cust. for nephew

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 number.

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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
1998 Empl. Stock Option(Right to Buy)	\$ 11.5	07/24/2007		D	36,522	12/10/2000 12/31/2009	Common stock \$.01 par value	36,522	
1998 Empl. Stock Option(Right to Buy)	\$ 18.075	07/24/2007		D	25,000	01/29/2000 01/28/2009	Common stock \$.01 par value	25,000	
1998 Empl. Stock Option(Right to Buy)	\$ 18.075	07/24/2007		D	21,000	01/29/2000 01/15/2014	Common stock \$.01 par value	21,000	
1998 Empl. Stock Option(Right to Buy)	\$ 18.2583	07/24/2007		D	27,000	02/16/1999 02/15/2008	Common stock \$.01 par value	27,000	
2000 Employee	\$ 8.75	07/24/2007		D	40,000	08/08/2001 08/07/2007	Common stock	40,000	

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Stock Option (Right to Buy)										\$.01 par value	
2000 Employee Stock Option (Right to Buy)	\$ 9.88	07/24/2007	D	30,000	03/18/2004	03/17/2013				Common stock \$.01 par value	30,000
2000 Employee Stock Option (Right to Buy)	\$ 10.3	07/24/2007	D	45,000	12/18/2003	12/17/2009				Common stock \$.01 par value	45,000
2000 Employee Stock Option (Right to Buy)	\$ 10.52	07/24/2007	D	50,000	03/16/2002	03/15/2008				Common stock \$.01 par value	50,000
2000 Employee Stock Option (Right to Buy)	\$ 13.83	07/24/2007	D	35,000	02/08/2003	02/07/2009				Common stock \$.01 par value	35,000
2003 EIP Stock Appreciation Right	\$ 10.73	07/24/2007	D	25,000	02/13/2005	02/12/2014				Common Stock	25,000
2003 EIP Stock Appreciation Right	\$ 12.45	07/24/2007	D	40,000	02/14/2007	02/13/2016				Common Stock	40,000
2003 EIP Stock Appreciation Right	\$ 12.575	07/24/2007	D	5,000	03/10/2007	03/09/2016				Common Stock	5,000
2003 EIP Stock Appreciation Right	\$ 13.44	07/24/2007	D	32,500	02/11/2006	02/10/2015				Common Stock	32,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GROUP PRESIDENT

CROMIE SCOTT J
3250 LACEY ROAD, SUITE 600
DOWNERS GROVE, IL 60515-1700

Signatures

Cristen Kogl by power of
attorney

07/26/2007

__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) Pursuant to the acquisition of The ServiceMaster Company by ServiceMaster Global Holdings Inc. effective July 24, 2007, the stockholder received \$15.625 in cash for each outstanding share of common stock.

Pursuant to the acquisition of The ServiceMaster Company by ServiceMaster Global Holdings Inc. effective July 24, 2007, each stock option and Stock Appreciation Right (SAR), regardless of whether it was exercisable upon completion of the merger, was cancelled by
- (2) ServiceMaster and the holder of the stock option received a cash payment equal to the positive "spread" (if any) between the \$15.625 per share merger price and the exercise price of the stock option or SAR, times the number of shares subject to the stock option or SAR. This amount (if any) will be subject to all applicable federal, state and local taxes required to be withheld.

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.