

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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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

(Last) (First) (Middle)

3250 LACEY ROAD, SUITE 600

(Street)

DOWNERS GROVE, IL 60515-1700

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SERVICEMASTER CO [SVM]

3. Date of Earliest Transaction (Month/Day/Year)
07/24/2007

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)

TGL PRESIDENT & COO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)	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	26,107 D \$ 15.625	0 (1)	D	
Common stock \$.01 par value	07/24/2007		D	355 D \$ 15.625	0 (1)	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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
1998 Non-Qual. Stock Option (Right to Buy)	\$ 8.75	07/24/2007		D	6,400	08/08/2001	08/07/2007	Common stock \$.01 par value
1998 Non-Qual. Stock Option (Right to Buy)	\$ 11.4125	07/24/2007		D	7,500	04/03/2001	04/02/2010	Common stock \$.01 par value
1998 Non-Qual. Stock Option (Right to Buy)	\$ 18.075	07/24/2007		D	15,000	01/29/2000	01/28/2009	Common stock \$.01 par value
1998 Non-Qual. Stock Option (Right to Buy)	\$ 18.2583	07/24/2007		D	11,250	02/16/1999	02/15/2008	Common stock \$.01 par value
1998 Empl. Stock Option (Right to Buy)	\$ 18.075	07/24/2007		D	2,400	01/29/2000	01/28/2009	Common stock \$.01 par value
2000 Empl. Stock Option (Right to Buy)	\$ 9.88	07/24/2007		D	8,000	03/18/2004	03/17/2013	Common stock \$.01 par value
2000 Empl. Stock Option (Right to Buy)	\$ 13.83	07/24/2007		D	20,000	02/08/2003	02/07/2009	Common stock \$.01 par value
2003 EIP Stock Appreciation Right	\$ 10.73	07/24/2007		D	6,000	02/13/2005	02/12/2014	Common stock \$.01 par value

2003 EIP Stock Appreciation Right	\$ 12.45	07/24/2007	D	25,000	02/14/2007	02/13/2016	Common stock \$.01 par value
2003 EIP Stock Appreciation Right	\$ 13.44	07/24/2007	D	15,000	02/11/2006	02/10/2015	Common stock \$.01 par value
2003 EIP Employee Stock Option (Right to Buy)	\$ 12.91	07/24/2007	D	25,000	11/22/2005	11/21/2014	Common stock \$.01 par value

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			TGL PRESIDENT & COO	

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.