

# SECURITIES AND EXCHANGE COMMISSION

## FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2004-02-12** | Period of Report: **2003-12-31**

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### ISSUER

#### **SERVICEMASTER CO**

CIK: **1052045** | IRS No.: **363858106** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **8741** Management services

| Mailing Address                                    | Business Address   |
|--|--|
| 3250 LACEY ROAD, SUITE 600<br>DOWNS GROVE IL 60515 | 3250 LACEY ROAD, SUITE 600<br>DOWNS GROVE IL 60515<br>6306632700 |

### REPORTING OWNER

#### **MCLENNAN JAMES DUDLEY**

CIK: **1017220**  
Type: **5** | Act: **34** | File No.: **001-14762** | Film No.: **04593860**

| Mailing Address  | Business Address   |
|--|--|
| SERVICEMASTER<br>2300 WARRENVILLE ROAD<br>DOWNS GROVE IL 60515 | SERVICEMASTER<br>2300 WARRENVILLE ROAD<br>DOWNS GROVE IL 60515<br>6302812875 |

# 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

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<br><b>MCLENNAN JAMES DUDLEY</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>SERVICEMASTER CO [SVM]</b>      |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title) <input type="checkbox"/> Other (specify below) |  |  |
| (Last)  | (First) | (Middle) | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)<br><b>12/31/2003</b> |  |  |   |  |  |
| 3250 LACEY ROAD, SUITE 600  |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)                              |  |  | 6. Individual or Joint/Group Reporting<br>(Check applicable line)<br><input checked="" type="checkbox"/> Form Filed by One Reporting Person<br><input type="checkbox"/> Form Filed by More than One Reporting Person  |  |  |
| (Street)<br><b>DOWNERS GROVE, IL 60515-1700</b>                         |         |          |   |  |  |   |  |  |
| (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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
|                                 |                                      |  |                                | Amount  | (A) or (D) | Price |  |  |   |
| Common stock \$.01 par value    |                                      |  |                                |   |            |       | 32,224   | D  |   |
| Common stock \$.01 par value    |                                      |  |                                |   |            |       | 3,459 (L)  | I  | Dir.Def. Fee Trust                                    |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|--|--|--|--|
|  |  |                                      |  |                                | (A)   | (D) | Date Exercisable   | Expiration Date |   |  |  |  |  |
| Stock Options (Right to buy)               | \$7.4074   |                                      |  |                                |   |     | 08/01/1994   | 07/31/2004      | Common stock \$.01 par value  |  | 16,875   | D  |  |
| Stock Options                              | \$9.2593   |                                      |  |                                |   |     | 02/16/1997   | 02/15/2006      | Common stock  |  | 10,125   | D  |  |

|                                       |           |  |  |  |  |            |            |                               |                  |  |                      |  |   |  |
|---------------------------------------|-----------|--|--|--|--|------------|------------|-------------------------------|------------------|--|----------------------|--|---|--|
| (Right to buy)                        |           |  |  |  |  |            |            |                               | \$0.01 par value |  |                      |  |   |  |
| Stock Options (Right to buy)          | \$10.02   |  |  |  |  | 04/27/2002 | 04/26/2008 | Common Stock                  | 15,000           |  | 15,000               |  | D |  |
| Stock Options (Right to buy)          | \$11.2222 |  |  |  |  | 02/13/1998 | 02/12/2007 | Common stock \$0.01 par value | 11,250           |  | 11,250               |  | D |  |
| Stock Options (Right to buy)          | \$13.2069 |  |  |  |  | 09/30/1999 | 09/29/2009 | Common Stock                  | 8,367            |  | 8,367                |  | D |  |
| Stock Options (Right to buy)          | \$13.972  |  |  |  |  | 04/15/2003 | 04/14/2009 | Common Stock                  | 15,000           |  | 15,000               |  | D |  |
| Stock Options (Right to buy)          | \$15.5231 |  |  |  |  | 06/30/1999 | 06/29/2009 | Common Stock                  | 2,464            |  | 2,464                |  | D |  |
| Stock Options (Right to buy)          | \$15.7392 |  |  |  |  | 03/31/1998 | 03/30/2008 | Common stock \$0.01 par value | 3,780            |  | 3,780                |  | D |  |
| Stock Options (Right to buy)          | \$17.1913 |  |  |  |  | 03/31/1999 | 03/30/2009 | Common Stock                  | 5,192            |  | 5,192                |  | D |  |
| Stock Options (Right to buy)          | \$18.0413 |  |  |  |  | 09/30/1998 | 09/29/2008 | Common stock \$0.01 par value | 3,298            |  | 3,298                |  | D |  |
| Stock Options (Right to buy)          | \$18.6788 |  |  |  |  | 12/31/1998 | 12/30/2008 | Common stock \$0.01 par value | 3,793            |  | 3,793                |  | D |  |
| Stock Options (Right to buy)          | \$19.3588 |  |  |  |  | 06/30/1998 | 06/29/2008 | Common stock \$0.01 par value | 1,904            |  | 1,904                |  | D |  |
| 2001 Dir. Stock Option (Right to Buy) | \$9.96    |  |  |  |  | 05/21/2004 | 05/20/2013 | Common Stock                  | 7,500            |  | 7,500 <sup>(2)</sup> |  | D |  |

**Explanation of Responses:**

1. Directors Deferred Fee Trust includes 139 shares acquired through the dividend reinvestment feature of the plan from January through December 2003 at prices ranging from \$9.433 to \$11.09.
2. The option is exercisable in five equal annual installments beginning on the first anniversary of the date of the grant.

**Signatures**

Sandra L. Groman

\*\* Signature of Reporting Person

02/12/2004

Date

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

\* 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.

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