

COINMACH SERVICE CORP
Form 4
February 28, 2006

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 *
RAUNER BRUCE V

2. Issuer Name and Ticker or Trading Symbol
COINMACH SERVICE CORP
[DRY, DRA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/24/2006

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

C/O GTCR GOLDR RAUNER LLC, 6100 SEARS TOWER

(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

CHICAGO, IL 60606

(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)
Class B Common Stock	02/24/2006		S	V Amount (D) Price 1,252,135 D \$ 8.505	23,374,450	I	See Footnotes (1) (2)

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)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAUNER BRUCE V C/O GTCR GOLDR RAUNER LLC 6100 SEARS TOWER CHICAGO, IL 60606	X			

Signatures

/s/ Bruce V. Rauner	02/24/2006
<small>**Signature of Reporting Person</small>	<small>Date</small>

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).

Of the 23,374,450 shares of Class B common stock reported in Table 1, (A) 22,122,315 shares of Class common stock are beneficially held by Coinmach Holdings, LLC, of which GTCR-CLC, LLC is a member and effectively controls; (B) 1,242,269 shares of Class B common stock are beneficially held by GTCR-CLC, LLC, of which GTCR Fund VII, L.P. is the Managing Member, of which GTCR Partners VII, L.P. is the general partner, of which GTCR Golder Rauner, L.L.C. ("GTCR") is the general partner; and (C) 9,866 shares of Class B common stock are beneficially held by GTCR Capital Partners, L.P. , of which GTCR Mezzanine Partners, L.P. is the general partner, of which GTCR Partners VI, L.P. is the general partner, of which GTCR is the general partner. Mr. Rauner is a principal of GTCR. As such, Mr. Rauner may be deemed to be a beneficial owner of the Class B common stock reported in Table I.

(2) Mr. Rauner disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein. The filing of this form shall not be deemed an admission that Mr. Rauner is, for Section 16 purposes or otherwise, the beneficial owner of such shares.

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.