

OFFICEMAX INC  
Form 4  
June 19, 2013

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
OCONNOR DEBORAH A

(Last) (First) (Middle)

C/O OFFICEMAX  
INCORPORATED, 263 SHUMAN  
BLVD

(Street)

NAPERVILLE, IL 60563

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
OFFICEMAX INC [OMX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/17/2013

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
SVP & Chief Accounting Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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. 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)
			(A) or (D)	Code V Amount (D) Price			
Common Stock					53,729 <sup>(1)</sup>	D	

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  
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number.**

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. Pri Deriv Secur (Instr	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 4.24 <sup>(2)</sup>							<sup>(3)</sup>	02/12/2016	Common Stock	28,312
Employee Stock Option (Right to Buy)	\$ 12.82 <sup>(4)</sup>							<sup>(5)</sup>	02/11/2017	Common Stock	20,034
Employee Stock Option (Right to Buy)	\$ 14.89 <sup>(6)</sup>							<sup>(7)</sup>	02/09/2018	Common Stock	19,343
Employee Stock Option (Right to Buy)	\$ 4.92 <sup>(8)</sup>							<sup>(9)</sup>	02/16/2019	Common Stock	25,637

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
OCONNOR DEBORAH A C/O OFFICEMAX INCORPORATED 263 SHUMAN BLVD NAPERVILLE, IL 60563	SVP & Chief Accounting Officer

## Signatures

/s/ Susan Wagner-Fleming by POA from Deborah O'Connor	06/19/2013
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\_\_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).

The number of shares beneficially owned reflects an equitable adjustment on June 17, 2013 to the reporting person's restricted stock units,  
(1) made pursuant to the anti-dilutive provisions of the Company's OMIPP as a result of a special cash dividend to be paid to shareholders of record as of the close of business on June 12, 2013.

This stock option was previously reported as covering 25,000 shares at an exercise price of \$4.80 per share. The exercise price and the  
(2) number of shares underlying this stock option reflects an equitable adjustment made on June 17, 2013 pursuant to the anti-dilutive provisions of the Company's OMIPP as a result of a special cash dividend to be paid to shareholders of record as of the close of business on June 12, 2013.

(3) The stock option vested in three equal annual installments beginning on February 12, 2010.

This stock option was previously reported as covering 17,690 shares at an exercise price of \$14.52 per share. The exercise price and the  
(4) number of shares underlying this stock option reflects an equitable adjustment made on June 17, 2013 pursuant to the anti-dilutive provisions of the Company's OMIPP as a result of a special cash dividend to be paid to shareholders of record as of the close of business on June 12, 2013.

(5) The stock option vested in three equal annual installments beginning on February 11, 2011.

This stock option was previously reported as covering 17,080 shares at an exercise price of \$16.86 per share. The exercise price and the  
(6) number of shares underlying this stock option reflects an equitable adjustment made on June 17, 2013 pursuant to the anti-dilutive provisions of the Company's OMIPP as a result of a special cash dividend to be paid to shareholders of record as of the close of business on June 12, 2013.

(7) The stock option vests in three equal annual installments beginning on February 9, 2012.

This stock option was previously reported as covering 22,638 shares at an exercise price of \$5.57 per share. The exercise price and the  
(8) number of shares underlying this stock option reflects an equitable adjustment made on June 17, 2013 pursuant to the anti-dilutive provisions of the Company's OMIPP as a result of a special cash dividend to be paid to shareholders of record as of the close of business on June 12, 2013.

(9) The stock option vests in three equal annual installments beginning on February 16, 2013.

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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