#### Edgar Filing: OFFICE DEPOT INC - Form 4

| OFFICE DEI   | POT INC          |                |                               |   |                               |         |            |            |  |                    |                        |  |
|--|------------------|----------------|-------------------------------|---|-------------------------------|---------|------------|------------|--|--------------------|------------------------|--|
| Form 4   |                  |                |                               |   |                               |         |            |            |  |                    |                        |  |
| August 26, 26  | 013              |                |                               |   |                               |         |            |            |  |                    |                        |  |
| EODM   |                  |                |                               |   |                               |         |            |            |  | OMB AI             | PPROVAL                |  |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 |                  |                |                               |   |                               |         |            | COMMISSION | OMB<br>Number:                                   | 3235-0287          |                        |  |
| Check thi  |                  |                |                               |   |                               |         |            |            |  | Expires:           | January 31,            |  |
| if no longer<br>subject to STATEMENT OF CHANGES IN BENEFICIAL OV               |                  |                |                               |   |                               | OW      | NERSHIP OF |            | 2005   |                    |                        |  |
| Section 1  |                  | SECURITIES     |                               |   |                               |         |            |            | Estimated average<br>burden hours per            |                    |                        |  |
| Form 4 or  |                  |                |                               |   |                               |         | response   |            |  |                    |                        |  |
| Form 5   |                  | •              |                               |   |                               |         |            | •          | e Act of 1934,                                   |                    |                        |  |
| obligatior<br>may conti  | Section          |                |                               | •   | •                             | -       |            |            | f 1935 or Section                                | n                  |                        |  |
| See Instru<br>1(b).  |                  | 30(h)          | of the In                     | vestmen   | t Con                         | npany   | Act        | of 194     | 10   |                    |                        |  |
| (Print or Type R   | Responses)       |                |                               |   |                               |         |            |            |  |                    |                        |  |
| Smith Jeffrey C S  |                  |                | 2. Issuer<br>Symbol<br>OFFICE | Name <b>an</b>  |                               |         | -          | ,          | 5. Relationship of Reporting Person(s) to Issuer |                    |                        |  |
| <b>a</b> 3   |                  | ~ <b>.</b>     |                               |   |                               | -       | тJ         |            | (Chec  | k all applicable   | e)                     |  |
| (Last)   | (First)          | (Middle)       | 3. Date of                    |   | ransac                        | ction   |            |            | V Dimeter  | V 100              |                        |  |
| C/O STARE  | BOARD VAL        |                | (Month/D<br>08/22/20          | -   |                               |         |            |            | X Director<br>Officer (give                      | X10%<br>title Othe | b Owner<br>er (specify |  |
|  | ENUE, 3RD F      |                | 00/22/20                      | 515   |                               |         |            |            | below)   | below)             |                        |  |
|  |                  | Loon           | 4 10 4                        | 1   |                               |         |            |            |  | ·                  |                        |  |
|  |                  |                |                               | 4. If Amendment, Date Original<br>Filed(Month/Day/Year) |                               |         |            |            | 6. Individual or Joint/Group Filing(Check        |                    |                        |  |
|  |                  |                | Filed(Mon                     | th/Day/Yea  | ar)                           |         |            |            | Applicable Line)<br>_X_ Form filed by (          | One Reporting Pe   | erson                  |  |
| NEW YORK   | K, NY 10022      |                |                               |   |                               |         |            |            | Form filed by M<br>Person                        |                    |                        |  |
| (City)   | (State)          | (Zip)          | Table                         | e I - Non-J   | Deriva                        | ative S | ecurit     | ies Acq    | uired, Disposed of                               | f, or Beneficial   | ly Owned               |  |
| 1.Title of   | 2. Transaction l |                |                               | 3.  |                               |         |            |            | 5. Amount of                                     | 6. Ownership       |                        |  |
| Security<br>(Instr. 3)   | (Month/Day/Ye    |                | on Date, if                   | Transact<br>Code  | Transaction(A) or Disposed of |         |            |            | Beneficially                                     | (D) or             | Indirect<br>Beneficial |  |
| (IIIsu. 5)   |                  | any<br>(Month/ | Day/Year)                     | Code (D)<br>(Instr. 8) (Instr. 3, 4 and 5)              |                               |         | 6)         | Ownership  |  |                    |                        |  |
|  |                  | ,              |                               |   |                               |         |            | ·          | Following  | (Instr. 4)         | (Instr. 4)             |  |
|  |                  |                |                               |   |                               |         | (A)        |            | Reported   |                    |                        |  |
|  |                  |                |                               |   |                               |         | or         |            | Transaction(s)<br>(Instr. 3 and 4)               |                    |                        |  |
| ~  |                  |                |                               | Code V  |                               | nount   | (D)        | Price      | (mou. 5 and 4)                                   |                    |                        |  |
| Common<br>Stock  | 08/22/2013       |                |                               | А   | $\frac{21}{(1)}$              | ,084    | А          | \$0        | 21,084   | D (2)              |                        |  |

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

#### 1. Title of 3. Transaction Date 3A. Deemed 7. Title and 2 4. 5. 6. Date Exercisable and 8. Price of 9. Nt Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Amount of Derivative Deriv Security or Exercise any Code of (Month/Day/Year) Underlying Security Secu Price of (Month/Day/Year) (Instr. 8) (Instr. 5) (Instr. 3) Derivative Securities Bene Derivative Securities (Instr. 3 and 4) Own Security Acquired Follo (A) or Repo Disposed Trans of (D) (Insti (Instr. 3, 4, and 5) Amount or Date Expiration Title Number Exercisable Date of Code V (A) (D) Shares

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## **Reporting Owners**

| <b>Reporting Owner Name /</b>  | Relationships |          |           |         |       |  |  |
|--|---------------|----------|-----------|---------|-------|--|--|
| Treporting Connect Connect Trade one   |               | Director | 10% Owner | Officer | Other |  |  |
| Smith Jeffrey C<br>C/O STARBOARD VALU<br>830 THIRD AVENUE, 3RI<br>NEW YORK, NY 10022 |               | Х        | Х         |         |       |  |  |
| Signatures   |               |          |           |         |       |  |  |
| /s/ Jeffrey C.<br>Smith  | 08/26/201     | 3        |           |         |       |  |  |
| <b>**</b> Signature of   | Date          |          |           |         |       |  |  |

## Reporting Person

# **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).

Represents the number of shares of the Issuer's common stock issued to Mr. Smith as compensation for service on the Issuer's Board of Directors, of which 25% vest immediately on the grant date; and 75% will vest in full, applicable, upon the earlier of: (1) the closing date of Issuer's merger with OfficeMax if Mr. Smith is appointed to the board after the merger (the "NewCo Board"), (2) the termination of

(1) Of issuer's merger agreement with OfficeMax, or (3) the date of the 2014 Annual Shareholder Meeting for Office Depot. If the merger with OfficeMax closes and Mr. Smith is not appointed to NewCo's Board, then Mr. Smith will immediately forfeit this portion of the equity award.

As a member of a 13(d) group, Mr.Smith may be deemed to beneficially own the 42,100,000 shares of Common Stock that are

(2) beneficially owned in the aggregate by Starboard Value LP and its affiliates. Mr. Smith disclaims beneficial ownership of such shares of Common Stock except to the extent of his pecuniary interest therein.

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.