SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
HOLIFIELD MARK	OFFICE DEPOT INC [ODP]	Director 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/24/2006	X Officer (give title below) Other (specify below)
2200 OLD GERMANTOWN ROAD MAIL CODE: LEGL		EVP - Supply Chain
(Street) DELRAY BEACH FL 33445	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/24/2006		M		5,002	A	$12.5	27,908	D	
Common Stock	02/24/2006		M		20,000	A	$11.02	47,908	D	
Common Stock	02/24/2006		S		1,200	D	$35.58	46,708	D	
Common Stock	02/24/2006		S		2,700	D	$35.59	44,008	D	
Common Stock	02/24/2006		S		16,400	D	$35.6	27,608	D	
Common Stock	02/24/2006		S		4,702	D	$35.61	22,906[1]	D	

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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (Right to Buy)	$12.5	02/24/2006		M			5,002	06/23/1997	06/23/2007	Common Stock	5,002	$0	0	D	
Option (Right to Buy)	$11.02	02/24/2006		M			20,000	07/25/1998	07/25/2007	Common Stock	20,000	$0	0	D	

Explanation of Responses:

1. Beneficial holdings on Table I is updated to include 360 total shares in the Employee Stock Purchase Plan; 844 total shares in the 401(k); and 4295 total shares under a Deferred Compensation Plan as of 2/14/2006.

Remarks:

By: Anne Zuckerman, Attorney-in-Fact for: 02/28/2006

** Signature of Reporting Person   Date