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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 5**

**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**

- Check 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

**1. Name and Address of Reporting Person\***

Colley, Jerry

*(Last) (First) (Middle)*

2200 Old Germantown Road

*(Street)*

Delray Beach, FL 33445

*(City) (State) (Zip)*

**2. Issuer Name and Ticker or Trading Symbol**

Office Depot, Inc. (ODP)

**4. Statement for Month/Year**

December 2002

**6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)**

Director       10% Owner

Officer *(give title below)*

Other *(specify below)*

President - North American Stores

**3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)**

**5. If Amendment, Date of Original (Month/Year)**

**7. Individual or Joint/Group Reporting (Check Applicable Line)**

Form filed by One Reporting Person

Form filed by More than One Reporting Person

\* If the form is filed by more than one reporting person, see instruction 4(b)(v).





**Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned — Continued  
(e.g., puts, calls, warrants, options, convertible securities)**

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned at End of Year <i>(Instr. 4)</i>	10. Ownership of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
		Common	400,000	D	

**Explanation of Responses:**

(1) Includes 1,526 shares acquired under the Employee Stock Purchase Plan.

/s/ Jerry Colley	2/11/03
**Signature of Reporting Person	Date

\*\* 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 provided is insufficient, see Instruction 6 for procedure.