

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>D AREZZO DAVID W</u>  (Last) (First) (Middle) 2200 OLD GERMANTOWN ROAD MAIL CODE: LEGL  (Street) DELRAY BEACH FL 33445  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>OFFICE DEPOT INC [ ODP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP - Merchandising</u>
	3. Date of Earliest Transaction (Month/Day/Year) 08/25/2003	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 08/25/2003	

**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								1,327 <sup>(1)</sup>	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					
Option (Right to Buy)	\$11.485							06/24/2003 <sup>(2)</sup>	02/14/2010	Common Stock	18,750	18,750	D	
Option (Right to Buy)	\$11.485							02/14/2004 <sup>(3)</sup>	02/14/2013	Common Stock	40,000	40,000	D	
Options (Right to Buy)	\$13.09							08/12/2005 <sup>(4)</sup>	08/12/2012	Common Stock	50,000	50,000	D	

**Explanation of Responses:**

- On August 25, 2003, a Form 4 reporting an acquisition of 9375 shares of common stock through an option exercise was erroneously reported. This option exercise did not in fact occur. As of August 25, 2003, the reporting person held 1327 shares of common stock in his Employee Stock Purchase Plan account.
- Vest on earlier achievement of stock price performance target of 25%-50% increase or 5 years from the date of the grant.
- Each option is exercisable with respect to one-third of the shares on each annual anniversary of the date of the grant.
- Options will be fully vested 3 years from the date of the grant.

**Remarks:**

By: Brian Dan, Attorney-in-Fact 08/28/2003

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.