SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

I	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

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 APP	ROVAL
OMB Number:	3235-0287

Estimated average burden	
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person [*] LUECHTEFELD MONICA	2. Issuer Name and Ticker or Trading Symbol <u>OFFICE DEPOT INC</u> [ODP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) (First) (Middle) 2200 OLD GERMANTOWN ROAD MAIL CODE: LEGL	3. Date of Earliest Transaction (Month/Day/Year) 02/14/2006	X Officer (give title Other (specify below) EVP-Business Development & IT					
(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. Transa Code (8)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	02/14/2006		Α		18,000	A	\$ <mark>0</mark>	88,340	D	
Common Stock	02/14/2006		F		4,845	D	\$ <mark>0</mark>	83,495(1)	D	
Restricted Stock ⁽²⁾	02/14/2006		A		6,049	A	\$ <mark>0</mark>	34,630	D	
Restricted Stock ⁽³⁾	02/14/2006		F		2,645	D	\$ <mark>0</mark>	31,985	D	

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

	1 Title of 2 3 Transaction 3A Deemed 4 5 Number 6 Date Everyisable and 7 Title and Amount 8 Price of 9 Number of 10 11 Nature																
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. Transa Code (8)		of		of Derivative Securities Acquired (A) or Disposed of (D) (Instr.		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security	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)	\$33.07	02/14/2006		A		53,524		02/14/2007 ⁽⁴⁾	02/14/2013	Common Stock	53,524	\$ 0	53,524	D			

Explanation of Responses:

1. Beneficial Holdings on Table I is updated to include 3554 total shares in the Employee Stock Purchase Plan; 1165 total shares in the 401(k); and 2906 total shares under a Deferred Compensation Plan as of 2/14/2006.

2. Restricted Stock will vest one-third of the shares on each annual anniversary of the date of the grant.

3. Restricted Stock withheld by Issuer to satisfy tax withholding obligation on vesting of Restricted Stock.

4. Each option is exercisable with respect to one-third of the shares on each annual anniversary of the date of the grant.

Remarks:

By: Anne Zuckerman, Attorney-in-Fact for:

02/16/2006

** 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.