**Form 4**

**UNIVERSAL 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

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1. **Name and Address of Reporting Person**
   - MOFFITT KEVIN
     - (Last) MOFFITT
     - (First) KEVIN
     - (Middle) KEVIN
     - 6600 NORTH MILITARY TRAIL
     - LEGAL DEPARTMENT
     - BOCA RATON FL 33496
   
2. **Issuer Name and Ticker or Trading Symbol**
   - OFFICE DEPOT INC [ ODP ]

3. **Date of Earliest Transaction (Month/Day/Year)**
   - 03/05/2020

4. **If Amendment, Date of Original Filed (Month/Day/Year)**
   - 03/06/2020

5. **Relationship of Reporting Person(s) to Issuer (Check all applicable)**
   - X Director
   - 10% Owner
   - Other (specify below): EVP, Chief Retail Officer

6. **Individual or Joint/Group Filing (Check Applicable Line)**
   - X Form filed by One Reporting Person
     - Form filed by More than One Reporting Person

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### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 4)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>03/05/2020</td>
<td>F</td>
<td>17,335(1)</td>
<td>D $2.29</td>
<td>333,635</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>03/06/2020</td>
<td>F</td>
<td>4,306(2)</td>
<td>D $2.77</td>
<td>329,329</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>03/06/2020</td>
<td>F</td>
<td>8,040(3)</td>
<td>D $2.27</td>
<td>321,289</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 4)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price or Value of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
</table>

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**Explanation of Responses:**

1. Shares of common stock withheld by Issuer to satisfy tax withholding obligations on vesting of shares with restrictions from a grant issued on March 5, 2018.
2. Shares of common stock withheld by Issuer to satisfy tax withholding obligations on vesting of shares with restrictions from a grant issued on March 6, 2017.
3. Shares of common stock withheld by Issuer to satisfy tax withholding obligations on vesting of shares underlying the payout of performance stock units from grants issued on March 6, 2017.

**/s/ N. David Bleisch,**

Attorney-in-Fact 03/09/2020

**Signature of Reporting Person Date**

**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.

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

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