**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

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1. **Name and Address of Reporting Person**
   MOFFITT 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)**
   03/10/2020

4. **Relationship of Reporting Person(s) to Issuer**
   - Director
   - 10% Owner
   - Other (specify below)
   
   *EVp, Chief Retail Officer*

5. **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

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

<table>
<thead>
<tr>
<th>1. 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. TransactionCode (Instr. 8)</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>03/10/2020</td>
<td>A</td>
<td>163,934</td>
<td>A</td>
<td>$0.0000</td>
<td>485,223</td>
<td>D</td>
</tr>
</tbody>
</table>

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

(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. 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. 8)</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 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>

**Explanation of Responses:**

1. The reporting person was granted Restricted Stock Units (“RSUs”) on March 10, 2020 (the “Grant Date”), of which one-third of the RSUs will vest on the first anniversary of the Grant Date - March 10, 2021, one-half of the remaining unvested RSUs will vest on March 10, 2022, and all remaining unvested RSUs will vest on March 10, 2023.

**N. David Bleisch**  
Attorney-in-Fact  
03/12/2020

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).


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.