

**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>WOODS WARD W JR</u>  (Last) (First) (Middle) <u>BESSEMER SECURITIES CORP.</u> <u>630 FIFTH AVENUE, 39TH FLOOR</u>  (Street) <u>NEW YORK NY 10111</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>OFFICEMAX INC [ OMX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

**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								11,085	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						Title
Purchase Option	\$2.5							07/01/1993	(I)	Common Stock	763		763	D	
Purchase Option	\$2.5							07/01/1994	(I)	Common Stock	2,164		2,164	D	
Purchase Option	\$2.5							07/01/1995	(I)	Common Stock	1,701		1,701	D	
Purchase Option	\$2.5							07/01/1996	(I)	Common Stock	955		955	D	
Purchase Option	\$2.5							07/01/1997	(I)	Common Stock	1,659		1,659	D	
Purchase Option	\$2.5							07/01/1998	(I)	Common Stock	1,565		1,565	D	
Purchase Option	\$2.5							07/01/1999	(I)	Common Stock	2,013		2,013	D	
Purchase Option	\$2.5							07/01/2000	(I)	Common Stock	1,334		1,334	D	
Purchase Option	\$2.5							07/01/2001	(I)	Common Stock	2,481		2,481	D	
Purchase Option	\$2.5							07/01/2002	(I)	Common Stock	1,710		1,710	D	
Purchase Option	\$2.5							07/01/2003	(I)	Common Stock	372		372	D	
Purchase Option	\$2.5							07/01/2004	(I)	Common Stock	448		448	D	
Purchase Option	\$2.5	12/31/2004		A		1,088		07/01/2005	(I)	Common Stock	1,088	\$2.5	1,088	D	
Stock Option (Right to Buy)	\$41.875							08/01/1996	07/31/2005	Common Stock	1,000		1,000	D	
Stock Option (Right to Buy)	\$32.5							08/01/1997	07/31/2006	Common Stock	1,500		1,500	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	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$37.0625							08/01/1998	07/31/2007	Common Stock	1,500		1,500	D	
Stock Option (Right to Buy)	\$28							08/01/1999	07/31/2008	Common Stock	1,500		1,500	D	
Stock Option (Right to Buy)	\$38.75							07/30/2000	07/30/2009	Common Stock	1,500		1,500	D	
Stock Option (Right to Buy)	\$27.625							07/31/2001	07/31/2010	Common Stock	2,000		2,000	D	
Stock Option (Right to Buy)	\$36.2							07/31/2002	07/31/2011	Common Stock	2,000		2,000	D	
Stock Option (Right to Buy)	\$28.99							07/31/2003	07/31/2012	Common Stock	2,500		2,500	D	
Stock Option (Right to Buy)	\$24.79							07/31/2004	07/31/2013	Common Stock	3,000		3,000	D	

**Explanation of Responses:**

1. Option expires three years following option holder's termination as a director of the company.

**Remarks:**

/s/ Matthew R. Broad POA for 01/04/2005  
Ward W. Woods

\*\* 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.**