FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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OMB APPROVAL										
OMB Number:	3235-0287									
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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

1. Name and Address of Reporting Person*  FANNIN DAVID C						2. Issuer Name and Ticker or Trading Symbol OFFICE DEPOT INC [ ODP ]									ck all applic Director	ationship of Reporting P c all applicable) Director Officer (give title		on(s) to Issu 10% Ov Other (s	vner
	(Last) (First) (Middle) 2200 OLD GERMANTOWN ROAD MAIL CODE: LEGL					3. Date of Earliest Transaction (Month/Day/Year) 02/11/2005									below)				y
(Street) DELRAY BEACH (City)	F1		33445 (Zip)		4.	4. If Amendment, Date of Original Filed (Month/Day/Year)								Line)	dividual or Joint/Group Filing (Check Applicable )  K Form filed by One Reporting Person Form filed by More than One Reporting Person				
		Tal	ole I - Nor	n-Deriv	vativ	re Se	curitie	s Ac	quired,	Dis	posed o	f, or B	enet	ficially	y Owned				
1. Title of Security (Instr. 3)  2. Trans Date (Month/				2A. Deemed Execution Date, if any (Month/Day/Year			3. Transa Code (						5. Amour Securitie Beneficia Owned F	s Illy ollowing	Form (D) or	Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
								Code	v	Amount (A) o		or	Price	Reported Transacti (Instr. 3 a	ion(s)				
Restricted	d Stock <sup>(1)</sup>		02/11/2005					A		20,000	0 1	A	\$0	20,	,000		D		
Restricted	l Stock <sup>(2)</sup> 02/11/20			1/200	005		A		19,10	0 /	A	\$ <mark>0</mark>	39,	100	D				
			Table II -						,		osed of, onvertik			•	Owned				
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)		of		6. Date Ex Expiration (Month/Da	Date		7. Title and Am of Securities Underlying Derivative Sec (Instr. 3 and 4)		curity	8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	ly Di	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)		Date Exercisabl		Expiration Date	Title	or Ni of	umber					
Option (Right to	\$18.085	02/11/2005			A		40,000		02/11/2006	(3)	02/11/2012	Commo		0,000	\$0	40,00	0	D	

## Explanation of Responses:

- 1. Restricted stock vests upon attainment of performance targets based upon earnings per share as determined by the Compensation Committee. Half vests upon attainment of one target, and the remaining half vests upon attainment of a higher target. If targets are not met within three (3) years, the restricted stock expires unvested.
- $2. \ Retention \ restricted \ stock \ is \ time-based \ and \ vests \ as \ follows: \ 16.6\% \ on \ 10/3/2005; \ 66.7\% \ on \ 10/3/2006; \ and \ 16.6\% \ on \ 10/3/2007.$
- 3. Each option is exercisable with respect to one-third of the shares on each annual anniversary of the date of the grant.

## Remarks:

/s/ Fannin, David C.

02/21/2005

\*\* 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.