SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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1. Name and Addre	1 0	erson*		2. Issuer Name and Ticker or Trading Symbol OFFICE DEPOT INC [ODP]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
MYERS MIC	<u>CHAEL J</u>]	X	Director	10% C	Owner			
(Last) (First) (Middle) 113 HERRONTOWN LANE			3. Date 02/14/	of Earliest Transac 2006	tion (Month/D	ay/Year)		Officer (give title below)	Other below)	(specify)			
				endment, Date of C	Driginal Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable						
(Street) PRINCETON	NJ	08540					Line) X	Form filed by One Form filed by Mor Person					
(City)	(State)	(Zip)						Person					
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1. Title of Security	(Instr. 3)		2. Transaction	2A. Deemed	3.	4. Securities Acquired (A)	or	5. Amount of	6. Ownership	7. Nature of			

	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr.		Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following		Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	 Reported Transaction(s) (Instr. 3 and 4) 		(Instr. 4)
Common Stock	02/14/2006		A		5,625	Α	\$ <mark>0</mark>	40,394	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				
Option (Right to Buy)	\$33.07	02/14/2006		А		15,611		02/14/2007 ⁽¹⁾	02/14/2013	Common Stock	15,611	\$0	15,611	D	

Explanation of Responses:

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

Remarks:

02/16/2006

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.

OMB APPROVAL

	<u>By: Anne Zuckerman,</u>
	Attorney-in-Fact for:
	** Signature of Reporting F
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