**1. Name and Address of Reporting Person**
SMITH GERRY P

<table>
<thead>
<tr>
<th>(Last)</th>
<th>(First)</th>
<th>(Middle)</th>
</tr>
</thead>
<tbody>
<tr>
<td>6600 NORTH MILITARY TRAIL</td>
<td>LEGAL DEPARTMENT</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>(Street)</th>
<th>(City)</th>
<th>(State)</th>
<th>(Zip)</th>
</tr>
</thead>
<tbody>
<tr>
<td>BOCA RATON</td>
<td>FL</td>
<td>33496</td>
<td></td>
</tr>
</tbody>
</table>

**2. Issuer Name and Ticker or Trading Symbol**
OFFICE DEPOT INC [ ODP ]

**3. Date of Earliest Transaction (Month/Day/Year)**
03/10/2020

**5. Relationship of Reporting Person(s) to Issuer**
- Director
- 10% Owner
- Office (give title below)
- Other (specify below)

Chief Executive Officer

**4. If Amendment, Date of Original Filed**

**6. Individual or Joint/Group Filing (Check Applicable Line)**
- 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**

<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. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Acquired 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>A</td>
<td>1,639,344(A)</td>
<td>4,769,860</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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

<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 BeneficiallyOwned 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.

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

**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).


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.