

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
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1. Name and Address of Reporting Person* <u>HOLIFIELD MARK</u> (Last) (First) (Middle) 2200 OLD GERMANTOWN ROAD MAIL CODE: LEGL (Street) DELRAY BEACH FL 33445 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>OFFICE DEPOT INC [ODP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) EVP - Supply Chain
	3. Date of Earliest Transaction (Month/Day/Year) 07/23/2004	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	07/23/2004		M		10,001	A	\$11.1667	14,503	D	
Common Stock	07/23/2004		M		15,000	A	\$11.0209	29,503	D	
Common Stock	07/23/2004		M		5,000	A	\$9.2	34,503	D	
Common Stock	07/23/2004		S		2,801	D	\$16.71	31,702	D	
Common Stock	07/23/2004		S		18,200	D	\$16.69	13,502	D	
Common Stock	07/23/2004		S		9,000	D	\$16.73	4,502 ⁽¹⁾	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
Option (Right to Buy)	\$11.1667	07/23/2004		M		10,001		08/19/1996	08/19/2006	Common Stock	10,001	\$11.1667	0	D	
Option (Right to Buy)	\$11.0209	07/23/2004		M		15,000		07/25/1998	07/25/2007	Common Stock	15,000	\$11.0209	60,000	D	
Option (Right to Buy)	\$9.2	07/23/2004		M		5,000		02/12/2002 ⁽²⁾	02/12/2011	Common Stock	5,000	\$9.2	0	D	

Explanation of Responses:

- Beneficial holdings on Table I is updated to include 360 total shares in the Employee Stock Purchase Plan; 810 total shares in the 401(k); and 3332 total shares under a Deferred Compensation Plan as of 7/23/04.
- Each option is exercisable with respect to one-third of the shares on each annual anniversary of the date of the grant.

Remarks:

By: Brian Dan, Attorney-in-Fact for: 07/26/2004

** 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.