FORM 4

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	OMB APPROVAL																													
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OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden

hours per response 0.5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

	_ Check this box if no longer subject of Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).								
	Name and Address of Reporting Per	 son*							
	Hedrick, W. Scott								
-	(Last)	(First)	(Middle)						
	2710 Sand Hill Road, Second Floor								
-		(Street)							
	Menlo Park, CA 94025								
-	(City)	(State)	(Zip)						
	Issuer Name and Ticker or Trading		=======================================						
	Office Depot, Inc. ("ODP")								
	I.R.S. Identification Number of R								
	Statement for Month/Year 2/14/2003	=======================================							
==: 5.	If Amendment, Date of Original (M	======================================	=======================================						
	Relationship of Reporting Person((Check all applicable) X Director _ Officer (give title below)	_ 10% Owner _ Other (spe	cify below)						
7.	. Individual or Joint/Group Filing (Check applicable line) X Form filed by One Reporting Person _ Form filed by More Than one Reporting Person								

Page 1 of 3

Form 4 (continued)

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

=======================================	.========			========		
	1	İ	l l	Amount		
	İ	İ	i i	of	İ	
	Ì		Securities	Secur-		Nature
			Acquired (A)	ities	Owner-	of
			or Disposed	Bene-	ship	Indirect
			of (D) (Instr.	ficially	Form:	Bene-
		Transaction	3, 4 and 5)	Owned at	Direct	ficial
		Code		End	(D) or	Owner-
	Transaction	(Instr. 8)	(A)	of Month	Indirect	ship
Title of Security	Date		Amount or Price	(Instr.	(I)	(Instr.
(Instr. 3)	(mm/dd/yy)	Code V	(D)	3 and 4)	(Instr.4)	4)

_	 	 		 	 	
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					.========	
==	 	 	========	 	 	=====

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).

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 CONTROL NUMBER.

Form 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

				Number	1					Number	Owner-	I
	Ì	ĺ	İ	of	İ		İ		i i	of	ship	İ
	Ì	Ì		Deriv-	Ì		Title a	and	į į	Deriv-	of	ĺ
	Conver-			ative	1		Amount	of		ative	Deriv-	
	sion			Secur-	1		Underly	/ing		Secur-	ative	Nature
	of			ities	1		Securit	ties		ities	Secur-	of
	Exer-			Acquired	Date		(Instr	. 3	Price	Bene-	ity:	In-
	cise		Trans-	,	Exercisat		and 4)		of	ficially	•	
	Price	Trans-	action						Deriv-		(D) or	
	of	action	Code	,	(Month/Da	,		Amount		at End	In-	
itle of	Deriv-	Date	(Instr.	(Instr.3,	•		•	•	Secur-		direct	
erivative	•	(Month/	8)	4 and 5)		Expira-	•	Number	. , .		,	ship
Security		Day/				tion		•		(Instr.		
Instr. 3)	ity	Year)	Code V	(A) (D)	cisable	Date	Title	Shares	5)	4)	4)	4)
O Ontion Bight												
Q Option Right to buy (1)	\$11.48	5 2/14/0	3 A	7,500	2/14/06	2/14/13	3 commor	n 7,500		7,500	D	
Q Option Right												
to buy (2)	\$11.48	5 2/14/0)3 A	3,750	note 2	2/14/10	o commor	n 3,750		3,750	D	

Explanation of Responses:

- (1) Each option is exercisable with respect to one-third of the shares on each annual anniversary date of the grant.
- (2) Vests on the earlier of achievement of stock price performance target of 25%-50% increase or 5 years.

/s/ W. Scott Hedrick	2/19/03
**Signature of Reporting Person	Date

** 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 provided is insufficient, see Instruction 6 for procedures. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.