

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report:

January 6, 2005

Date of Earliest Event Reported:

December 31, 2004

OFFICEMAX INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

1-5057

(Commission
File Number)

82-0100960

(I.R.S. Employer
Identification No.)

150 Pierce Road

Itasca, Illinois

(Address of principal executive offices)

60143

(Zip Code)

(630) 773-5000

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement.

Form of OfficeMax Incorporated Nonstatutory Stock Option Agreement

On December 31, 2004, the company granted stock options to its directors who participated in the company's Director Stock Compensation Plan (DSCP) during 2004. These options are exercisable on July 1, 2005, and will expire three years following the option holder's retirement, resignation, or termination as a director of the company.

This summary does not purport to be complete and is subject to and qualified in its entirety by reference to the text of the OfficeMax Incorporated Nonstatutory Stock Option Agreement, included as Exhibit 10.1 to this filing. Exhibit 10.1 is incorporated by reference into this Item 1.01.

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

Effective January 5, 2005, the following principal officer resigned from his position:

Gary J. Peterson, resigned as President-Retail.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

Exhibit 10.1 Form of OfficeMax Incorporated Nonstatutory Stock Option Agreement

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

OFFICEMAX INCORPORATED

By /s/ Matthew R. Broad
Matthew R. Broad
Executive Vice President, General
Counsel and Corporate Secretary

Date: January 6, 2005

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EXHIBIT INDEX

<u>Number</u>	<u>Description</u>
10.1	Form of OfficeMax Incorporated Nonstatutory Stock Option Agreement

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OFFICEMAX INCORPORATED
NONSTATUTORY STOCK OPTION AGREEMENT

This Nonstatutory Stock Option (the "Option") is granted December 31, 2004, by OFFICEMAX INCORPORATED (the "Company") to ("Optionee") pursuant to the Director Stock Compensation Plan (the "Plan"), subject to the following terms and conditions.

1. This Option is subject to all the terms and conditions of the Plan, and all capitalized terms not otherwise defined in this Agreement shall have the meaning given them in the Plan.
2. The Company hereby grants Optionee a nonstatutory stock option to purchase up to _____ shares of Stock at a price of \$2.50 per share.
3. This Option shall expire on the first day following the third anniversary of Optionee's retirement, resignation, or termination as a director of the Company.
4. Except as provided in Sections 3.7 and 3.11 of the Plan, this Option shall not be exercisable until July 1, 2005, and thereafter it shall be exercisable in full.
5. This Option may be exercised, in full or in part, from time to time by delivery of notice to the Company or its agent specifying the number of shares of Stock to be purchased. There are three ways to pay the exercise price for this Option:
 - a. Optionee may pay cash.
 - b. If Optionee owns shares of Company stock, Optionee may use them in lieu of cash or in combination with cash.
 - c. If legally permitted, Optionee may sell a portion or all of the Option shares. The exercise price of this Option and any required fees shall be deducted from the proceeds of the sale.
6. This Option is nontransferable other than as provided in Section 3.9 of the Plan.

OFFICEMAX INCORPORATED

By _____

Matthew R. Broad
Executive Vice President,
General Counsel and
Corporate Secretary
