

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Smith Jeffrey C</u>  (Last) (First) (Middle) <u>C/O STARBOARD VALUE LP</u> <u>830 THIRD AVENUE, 3RD FLOOR</u>  (Street) <u>NEW YORK NY 10022</u>  (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)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/07/2014</u>	
	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	03/07/2014		P		2,518	A	\$4.5793	1,352,518	I	By Starboard Value and Opportunity C LP <sup>(1)</sup>
Common Stock	03/07/2014		P		3,702	A	\$4.5699	1,356,220	I	By Starboard Value and Opportunity C LP <sup>(1)</sup>
Common Stock	03/07/2014		P		850	A	\$4.5903	1,357,070	I	By Starboard Value and Opportunity C LP <sup>(1)</sup>
Common Stock	03/07/2014		P		5,008	A	\$4.5963	1,362,078	I	By Starboard Value and Opportunity C LP <sup>(1)</sup>
Common Stock	03/07/2014		P		19,478	A	\$4.5793	12,730,613	I	By Starboard Value and Opportunity Master Fund Ltd <sup>(2)</sup>
Common Stock	03/07/2014		P		28,644	A	\$4.5699	12,759,257	I	By Starboard Value and Opportunity Master Fund Ltd <sup>(2)</sup>
Common Stock	03/07/2014		P		6,573	A	\$4.5903	12,765,830	I	By Starboard Value and Opportunity Master Fund Ltd <sup>(2)</sup>

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			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/07/2014		P		38,749	A	\$4.5963	12,804,579	I	By Starboard Value and Opportunity Master Fund Ltd <sup>(2)</sup>
Common Stock	03/07/2014		P		4,538	A	\$4.5793	2,833,919	I	By Starboard Value and Opportunity S LLC <sup>(3)</sup>
Common Stock	03/07/2014		P		6,674	A	\$4.5699	2,840,593	I	By Starboard Value and Opportunity S LLC <sup>(3)</sup>
Common Stock	03/07/2014		P		1,532	A	\$4.5903	2,842,125	I	By Starboard Value and Opportunity S LLC <sup>(3)</sup>
Common Stock	03/07/2014		P		9,028	A	\$4.5963	2,851,153	I	By Starboard Value and Opportunity S LLC <sup>(3)</sup>
Common Stock	03/07/2014		P		109,466	A	\$4.5793	26,668,950	I	By Managed Accounts of Starboard Value LP <sup>(4)</sup>
Common Stock	03/07/2014		P		160,980	A	\$4.5699	26,829,930	I	By Managed Accounts of Starboard Value LP <sup>(4)</sup>
Common Stock	03/07/2014		P		36,945	A	\$4.5903	26,866,875	I	By Managed Accounts of Starboard Value LP <sup>(4)</sup>
Common Stock	03/07/2014		P		217,771	A	\$4.5963	27,084,646	I	By Managed Accounts of Starboard Value LP <sup>(4)</sup>
Common Stock	03/10/2014		P		5,405	A	\$4.6	1,367,483	I	By Starboard Value and Opportunity C LP <sup>(1)</sup>
Common Stock	03/10/2014		P		8,020	A	\$4.5992	1,375,503	I	By Starboard Value and Opportunity C LP <sup>(1)</sup>
Common Stock	03/10/2014		P		14,526	A	\$4.5996	1,390,029	I	By Starboard Value and Opportunity C LP <sup>(1)</sup>

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

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			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/10/2014		P		41,820	A	\$4.6	12,846,399	I	By Starboard Value and Opportunity Master Fund Ltd <sup>(2)</sup>
Common Stock	03/10/2014		P		62,051	A	\$4.5992	12,908,450	I	By Starboard Value and Opportunity Master Fund Ltd <sup>(2)</sup>
Common Stock	03/10/2014		P		112,384	A	\$4.5996	13,020,834	I	By Starboard Value and Opportunity Master Fund Ltd <sup>(2)</sup>
Common Stock	03/10/2014		P		9,744	A	\$4.6	2,860,897	I	By Starboard Value and Opportunity S LLC <sup>(3)</sup>
Common Stock	03/10/2014		P		14,457	A	\$4.5992	2,875,354	I	By Starboard Value and Opportunity S LLC <sup>(3)</sup>
Common Stock	03/10/2014		P		26,185	A	\$4.5996	2,901,539	I	By Starboard Value and Opportunity S LLC <sup>(3)</sup>
Common Stock	03/10/2014		P		235,031	A	\$4.6	27,319,677	I	By Managed Accounts of Starboard Value LP <sup>(4)</sup>
Common Stock	03/10/2014		P		348,729	A	\$4.5992	27,668,406	I	By Managed Accounts of Starboard Value LP <sup>(4)</sup>
Common Stock	03/10/2014		P		631,605	A	\$4.5996	28,300,011	I	By Managed Accounts of Starboard Value LP <sup>(4)</sup>
Common Stock								21,084 <sup>(5)</sup>	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					

Explanation of Responses:

1. Shares owned directly by Starboard Value and Opportunity C LP ("Starboard C LP"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP LLC ("Starboard Value GP"), the general partner of the investment manager of Starboard C LP, and as a member and member of the Management Committee of Starboard Principal Co GP LLC ("Principal GP"), the general partner of the member of Starboard Value GP, may be deemed to beneficially own the shares owned directly by Starboard C LP for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

2. Shares owned directly by Starboard Value and Opportunity Master Fund Ltd ("Starboard V&O Fund"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the investment manager of Starboard V&O Fund, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the shares owned directly by Starboard V&O Fund for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

3. Shares owned directly by Starboard Value and Opportunity S LLC ("Starboard S LLC"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of the manager of Starboard S LLC, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the shares owned directly by Starboard S LLC for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

4. Shares held in certain accounts managed by Starboard Value LP (the "Managed Accounts"). The Reporting Person, solely by virtue of his position as a member of the Management Committee of Starboard Value GP, the general partner of Starboard Value LP, and as a member and member of the Management Committee of Principal GP, the general partner of the member of Starboard Value GP, may be deemed to beneficially own the shares held in the Managed Accounts for purposes of Section 16. The Reporting Person expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

5. Represents the number of shares of the Issuer's Common Stock issued to the Reporting Person as compensation for service on the Issuer's Board of Directors, of which 25% vested immediately on the grant date and 75% vested in full upon the closing of the Issuer's merger with OfficeMax Incorporated.

/s/ Jeffrey C. Smith

03/11/2014

\*\* 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.**