

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Starboard Value LP</u> <hr/> (Last) (First) (Middle) 830 THIRD AVENUE, 3RD FLOOR <hr/> (Street) NEW YORK NY 10022 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/12/2012	3. Issuer Name and Ticker or Trading Symbol <u>OFFICE DEPOT INC [ODP]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, No Par Value ⁽¹⁾⁽²⁾	11,224,637	I	By Starboard Value and Opportunity Master Fund Ltd ⁽³⁾
Common Stock, No Par Value ⁽¹⁾⁽²⁾	2,499,048	I	By Starboard Value and Opportunity S LLC ⁽⁴⁾
Common Stock, No Par Value ⁽¹⁾⁽²⁾	17,365,215	I	By Managed Accounts of Starboard Value LP ⁽⁵⁾

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
			Title			

1. Name and Address of Reporting Person*
Starboard Value LP

 (Last) (First) (Middle)
 830 THIRD AVENUE, 3RD FLOOR

 (Street)
 NEW YORK NY 10022

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Starboard Value GP LLC

 (Last) (First) (Middle)
 830 THIRD AVENUE, 3RD FLOOR

 (Street)
 NEW YORK NY 10022

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Starboard Principal Co LP

 (Last) (First) (Middle)
 830 THIRD AVENUE, 3RD FLOOR

 (City) (State) (Zip)

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Starboard Principal Co GP LLC](#)

(Last) (First) (Middle)
830 THIRD AVENUE, 3RD FLOOR

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Smith Jeffrey C](#)

(Last) (First) (Middle)
C/O STARBOARD VALUE LP
830 THIRD AVENUE, 3RD FLOOR

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[MITCHELL MARK R](#)

(Last) (First) (Middle)
C/O STARBOARD VALUE LP
830 THIRD AVENUE, 3RD FLOOR

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Feld Peter A](#)

(Last) (First) (Middle)
C/O STARBOARD VALUE LP
830 THIRD AVENUE, 3RD FLOOR

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[STARBOARD VALUE & OPPORTUNITY
MASTER FUND LTD](#)

(Last) (First) (Middle)
830 THIRD AVENUE, 3RD FLOOR

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[STARBOARD VALUE & OPPORTUNITY S
LLC](#)

(Last) (First) (Middle)

(Street)

NEW YORK NY 10022

(City)

(State)

(Zip)

Explanation of Responses:

1. This Form 3 is filed jointly by Starboard Value and Opportunity Master Fund Ltd ("Starboard V&O Fund"), Starboard Value and Opportunity S LLC ("Starboard LLC"), Starboard Value LP ("Starboard Value LP"), Starboard Value GP LLC ("Starboard Value GP"), Starboard Principal Co LP ("Principal Co"), Starboard Principal Co GP LLC ("Principal GP"), Jeffrey C. Smith, Mark Mitchell and Peter A. Feld (collectively, the "Reporting Persons"). Each Reporting Person is a member of a reporting group that owns in the aggregate more than 10% of the Issuer's outstanding shares of Common Stock. As such, each Reporting Person may be deemed to beneficially own more than 10% of the Issuer's outstanding shares of Common Stock.
2. Each Reporting Person disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.
3. Shares of Common Stock beneficially owned by Starboard V&O Fund, Starboard Value LP, as the investment manager of Starboard V&O Fund, may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by Starboard V&O Fund. Each of Starboard Value GP, as the general partner of Starboard Value LP, Principal Co, as a member of Starboard Value GP, Principal GP, as the general partner of Principal Co and Messrs. Smith, Mitchell and Feld as members of Principal GP and as members of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP, may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by Starboard V&O Fund.
4. Shares of Common Stock beneficially owned by Starboard LLC, Starboard Value LP, as the manager of Starboard LLC, may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by Starboard LLC. Each of Starboard Value GP, as the general partner of Starboard Value LP, Principal Co, as a member of Starboard Value GP, Principal GP, as the general partner of Principal Co and Messrs. Smith, Mitchell and Feld as members of Principal GP and as members of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP, may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by Starboard LLC.
5. Shares held in accounts managed by Starboard Value LP, Starboard Value GP, as the general partner of Starboard Value LP, Principal Co, as a member of Starboard Value GP, Principal GP, as the general partner of Principal Co and Messrs. Smith, Mitchell and Feld as members of Principal GP and as members of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP, may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by Starboard Value LP.

Starboard Value LP; By:
Starboard Value GP LLC; By: 09/14/2012
/s/ Jeffrey C. Smith,
Authorized Signatory
Starboard Value and
Opportunity Master Fund Ltd;
By: Starboard Value LP; By: /s/ 09/14/2012
Jeffrey C. Smith, Authorized
Signatory
Starboard Value and
Opportunity S LLC; By:
Starboard Value LP; By: /s/ 09/14/2012
Jeffrey C. Smith, Authorized
Signatory
Starboard Value GP LLC; By:
Starboard Principal Co LP; By: 09/14/2012
/s/ Jeffrey C. Smith,
Authorized Signatory
Starboard Principal Co LP;
By: Starboard Principal Co GP 09/14/2012
LLC; By: /s/ Jeffrey C. Smith,
Authorized Signatory
Starboard Principal Co GP 09/14/2012
LLC; By: /s/ Jeffrey C. Smith,
Authorized Signatory
By: /s/ Jeffrey C. Smith 09/14/2012
Mark R. Mitchell; By: /s/
Jeffrey C. Smith, Attorney in 09/14/2012
Fact
Peter A. Feld; By: /s/ Jeffrey C. 09/14/2012
Smith, Attorney in Fact

** 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 5 (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.