

OFFICE DEPOT INC
Form 4
March 11, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

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)

2. Issuer Name and Ticker or Trading Symbol
OFFICE DEPOT INC [ODP]

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 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 ⁽¹⁾ |
| Common Stock | 03/07/2014 | | P | | 3,702 | A | \$ 4.5699 | 1,356,220 | I | By Starboard Value and Opportunity C LP ⁽¹⁾ |
| Common Stock | 03/07/2014 | | P | | 850 | A | \$ 4.5903 | 1,357,070 | I | By Starboard |

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|--------------|------------|---|--------|---|-----------|------------|---|---|
| Common Stock | 03/07/2014 | P | 5,008 | A | \$ 4.5963 | 1,362,078 | I | Value and Opportunity C LP ⁽¹⁾ By Starboard Value and Opportunity C LP ⁽¹⁾ |
| Common Stock | 03/07/2014 | P | 19,478 | A | \$ 4.5793 | 12,730,613 | I | By Starboard Value and Opportunity Master Fund Ltd ⁽²⁾ |
| Common Stock | 03/07/2014 | P | 28,644 | A | \$ 4.5699 | 12,759,257 | I | By Starboard Value and Opportunity Master Fund Ltd ⁽²⁾ |
| Common Stock | 03/07/2014 | P | 6,573 | A | \$ 4.5903 | 12,765,830 | I | By Starboard Value and Opportunity Master Fund Ltd ⁽²⁾ |
| Common Stock | 03/07/2014 | P | 38,749 | A | \$ 4.5963 | 12,804,579 | I | By Starboard Value and Opportunity Master Fund Ltd ⁽²⁾ |
| Common Stock | 03/07/2014 | P | 4,538 | A | \$ 4.5793 | 2,833,919 | I | By Starboard Value and Opportunity S LLC ⁽³⁾ |
| Common Stock | 03/07/2014 | P | 6,674 | A | \$ 4.5699 | 2,840,593 | I | By Starboard Value and Opportunity S LLC ⁽³⁾ |
| Common Stock | 03/07/2014 | P | 1,532 | A | \$ 4.5903 | 2,842,125 | I | By Starboard Value and Opportunity S LLC ⁽³⁾ |

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|--------------|------------|---|---------|---|-----------|------------|---|---|
| Common Stock | 03/07/2014 | P | 9,028 | A | \$ 4.5963 | 2,851,153 | I | By Starboard Value and Opportunity S LLC ⁽³⁾ |
| Common Stock | 03/07/2014 | P | 109,466 | A | \$ 4.5793 | 26,668,950 | I | By Managed Accounts of Starboard Value LP ⁽⁴⁾ |
| Common Stock | 03/07/2014 | P | 160,980 | A | \$ 4.5699 | 26,829,930 | I | By Managed Accounts of Starboard Value LP ⁽⁴⁾ |
| Common Stock | 03/07/2014 | P | 36,945 | A | \$ 4.5903 | 26,866,875 | I | By Managed Accounts of Starboard Value LP ⁽⁴⁾ |
| Common Stock | 03/07/2014 | P | 217,771 | A | \$ 4.5963 | 27,084,646 | I | By Managed Accounts of Starboard Value LP ⁽⁴⁾ |
| Common Stock | 03/10/2014 | P | 5,405 | A | \$ 4.6 | 1,367,483 | I | By Starboard Value and Opportunity C LP ⁽¹⁾ |
| Common Stock | 03/10/2014 | P | 8,020 | A | \$ 4.5992 | 1,375,503 | I | By Starboard Value and Opportunity C LP ⁽¹⁾ |
| Common Stock | 03/10/2014 | P | 14,526 | A | \$ 4.5996 | 1,390,029 | I | By Starboard Value and Opportunity C LP ⁽¹⁾ |
| Common Stock | 03/10/2014 | P | 41,820 | A | \$ 4.6 | 12,846,399 | I | By Starboard Value and Opportunity Master Fund Ltd ⁽²⁾ |
| Common Stock | 03/10/2014 | P | 62,051 | A | \$ 4.5992 | 12,908,450 | I | By Starboard Value and Opportunity |

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|--------------|------------|---|---------|---|-----------|-----------------------|---|---|
| Common Stock | 03/10/2014 | P | 112,384 | A | \$ 4.5996 | 13,020,834 | I | Master Fund Ltd ⁽²⁾ By Starboard Value and Opportunity Master Fund Ltd ⁽²⁾ |
| Common Stock | 03/10/2014 | P | 9,744 | A | \$ 4.6 | 2,860,897 | I | By Starboard Value and Opportunity S LLC ⁽³⁾ |
| Common Stock | 03/10/2014 | P | 14,457 | A | \$ 4.5992 | 2,875,354 | I | By Starboard Value and Opportunity S LLC ⁽³⁾ |
| Common Stock | 03/10/2014 | P | 26,185 | A | \$ 4.5996 | 2,901,539 | I | By Starboard Value and Opportunity S LLC ⁽³⁾ |
| Common Stock | 03/10/2014 | P | 235,031 | A | \$ 4.6 | 27,319,677 | I | By Managed Accounts of Starboard Value LP ⁽⁴⁾ |
| Common Stock | 03/10/2014 | P | 348,729 | A | \$ 4.5992 | 27,668,406 | I | By Managed Accounts of Starboard Value LP ⁽⁴⁾ |
| Common Stock | 03/10/2014 | P | 631,605 | A | \$ 4.5996 | 28,300,011 | I | By Managed Accounts of Starboard Value LP ⁽⁴⁾ |
| Common Stock | | | | | | 21,084 ⁽⁵⁾ | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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

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- 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
- (4) 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.

- Represents the number of shares of the Issuer's Common Stock issued to the Reporting Person as compensation for service on the Issuer's
- (5) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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