OFFICE DEPOT INC

Form 4

February 16, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

Number:

January 31, Expires: 2005

Indirect

Beneficial

Ownership

(Instr. 4)

0.5

OMB APPROVAL

Estimated average burden hours per

response...

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person * HESKETT JAMES L

(First)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

(Zip)

OFFICE DEPOT INC [ODP] 3. Date of Earliest Transaction

(Check all applicable)

(Month/Day/Year) 02/14/2006

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

HARVARD BUSINESS SCHOOL, SOLDIERS FIELD ROAD, BAKER LIBRARY 183

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

BOSTON, MA 02163

(City)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

Reported

Transaction(s) (Instr. 3 and 4)

or Code V Amount Price (D)

Common 02/14/2006 Stock

\$0 A 5,625 Α 13,625

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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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 or Derivative Securities Acquired (A) or Disposed (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Yea		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(Α) (Γ	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Option (Right to Buy)	\$ 33.07	02/14/2006		A	15,611	02/14/2007(1)	02/14/2013	Common Stock	15,611

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

T JAMES L

HESKETT JAMES L HARVARD BUSINESS SCHOOL SOLDIERS FIELD ROAD, BAKER LIBRARY 183 BOSTON, MA 02163

Signatures

By: Anne Zuckerman, Attorney-in-Fact for: 02/16/2006

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Each option is exercisable with respect to one-third of the shares on each annual anniversary of the date of the grant.

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

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