

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULE 13D-1(A) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13D-2(A)

(AMENDMENT NO. 3)

Under the Securities Exchange Act of 1934

Boise Cascade Office Products Corporation

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

097403-10-9

(CUSIP Number)

John W. Holleran
Senior Vice President, Human Resources, and General Counsel
Boise Cascade Corporation
P.O. Box 50
Boise, ID 83728-0001
(208) 384-6161

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 6, 2000

(Date of Event which Requires
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G
to report the acquisition that is the subject of this Schedule 13D,
and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-
1(g), check the following box [].

CUSIP NO. 097403-10-9

(1) NAMES OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

BOISE CASCADE CORPORATION
(I.R.S. EMPLOYER IDENTIFICATION NO.: 82-0100960)

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
(a) ()
(b) ()
Not applicable

(3) SEC USE ONLY

(4) SOURCE OF FUNDS
WC and/or BK

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) ()

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

(7) SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
REPORTING
PERSON
WITH

53,398,724

(8) SHARED VOTING POWER
-0-

(9) SOLE DISPOSITIVE POWER
53,398,724

(10) SHARED DISPOSITIVE POWER
-0-

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-53,398,724-

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN
SHARES ()
Not applicable

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
-Approximately 81%

(14) TYPE OF REPORTING PERSON
CO

CUSIP NO. 097403-10-9

ITEM 4. PURPOSE OF TRANSACTION.

A letter dated March 2, 2000 from George J. Harad, BCC's chairman of the board and chief executive officer, was delivered to BCOP's Special Committee indicating BCC's interest in acquiring all of BCOP's outstanding shares not currently owned by BCC at a price of \$16.50 per share. Mr. Harad's letter is filed with this Schedule 13D as Exhibit 1 and is incorporated herein by reference.

In a conversation on March 6, 2000, the chairman of the Special Committee indicated to Mr. Harad that the Special Committee required a period of time to determine its position with respect to the BCC proposal, and that it expected to respond to BCC within several days. Mr. Harad agreed that this timeframe would be acceptable to BCC.

In the event that the Special Committee does not accept BCC's proposal as set forth in the letter, it is BCC's current intention to withdraw its proposal. BCC will review its investment in BCOP on a continuing basis and, depending on various factors, including BCOP's business and financial position, conditions in the securities markets, and general economic conditions, may in the future take actions with respect to its investment in BCOP as it deems appropriate in light of the circumstances from time to time. These actions may include acquiring all of the outstanding shares of BCOP's stock through a merger, tender offer or otherwise, or other actions BCC may deem appropriate.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit 1: Letter dated March 2, 2000 from George J. Harad, BCC's chairman of the board and chief executive officer, to BCOP's Special Committee

Exhibit 2: Press release dated March 6, 2000

SIGNATURE

After reasonable inquiry and to the best knowledge and belief, each such person certifies that the information set forth in this statement is true, complete and correct.

BOISE CASCADE CORPORATION

Date: March 6, 2000

By: /s/ Karen E. Gowland

Name: Karen E. Gowland, Vice President,
Associate General Counsel, and
Corporate Secretary

1111 W. Jefferson Street
P.O. Box 50
Boise, Idaho 83728-0001
208/384-7557
Fax: 208/384-4912

George J. Harad
Chairman
Chief Executive Officer

March 2, 2000

James G. Connelly III, Chairman
Special Committee of the Board of Directors
Boise Cascade Office Products Corporation
800 West Bryn Mawr Avenue
Itasca, IL 60143

Dear Jim:

On November 30, 1999, I wrote to you outlining our interest in pursuing the acquisition of all of the outstanding shares of Boise Cascade Office Products Corporation ("BCOP") not owned by Boise Cascade Corporation ("Boise Cascade") at a price of \$13.25 per share. The Special Committee subsequently rejected that offer. Since that time you have communicated to me on various occasions the thoughts of the Special Committee concerning an appropriate price to be paid for the publicly held stock. Representatives of Boise Cascade have also met with attorneys and a financial advisor to plaintiffs in the class action lawsuits filed in connection with our proposal.

Having carefully considered the position of the Special Committee and in light of other discussions to date, I am pleased to communicate to you that Boise Cascade would be prepared to pay \$16.50 per share for all of the outstanding shares of BCOP not owned by Boise Cascade. This represents a significant increase over our previously suggested price of \$13.25 per share and a 55% premium to the market price of BCOP stock on November 29, 1999.

I want to emphasize that we are not prepared to pay more than \$16.50 per share. We believe very strongly that this price is more than fair to the BCOP stockholders and that paying a price above that amount would not be in the best interest of Boise Cascade stockholders.

Our willingness to offer \$16.50 is contingent on obtaining the support of the Special Committee and the full BCOP Board of Directors, and receiving the formal approval of our Board of Directors. Additionally, it would be conditioned upon Boise Cascade's ability to acquire a majority of the minority shares outstanding and satisfaction of other conditions customary in these types of transactions.

We believe that this matter should be resolved one way or the other as soon as possible, and would like to have the response of the Special Committee by the close of business on March 6.

My staff and I will be available over the weekend to respond to any questions you might have.

Yours very truly,

/s/ George J. Harad

George J. Harad

Media contact:

Michael Moser
(Office) (208) 384-6016
(Home) (208) 853-9259

Investor contact:

Vincent Hannity
(Office) (208) 384-6390
(Home) (208) 345-8141

FOR IMMEDIATE RELEASE: March 6, 2000

BOISE CASCADE INCREASES PROPOSED PRICE TO \$16.50 PER SHARE FOR
MINORITY PUBLIC SHARES OF BOISE CASCADE OFFICE PRODUCTS

BOISE, Idaho -- Boise Cascade Corporation (NYSE:BCC) announced today that it has made a proposal to the special committee of the board of directors of Boise Cascade Office Products Corporation (NYSE:BOP) to acquire the minority public shares of BOP for \$16.50 per share in cash. This represents a significant increase over the initial proposal of \$13.25 per share, which was reported on December 1, 1999, and subsequently rejected by the special committee of BOP.

Boise Cascade's chairman of the board and chief executive officer George J. Harad said, " We view the acquisition of BOP's minority shares as an attractive investment that is consistent with our focus on growing our distribution businesses. We expect the proposed transaction to enhance Economic Value Added over time."

The proposed transaction is contingent on obtaining the approval of the special committee and BOP's full board of directors. It is also subject to approval by Boise Cascade's board of directors.

In a letter to James G. Connelly, III, chairman of the special committee, Harad stated, "I want to emphasize that we are not prepared to pay more than \$16.50 per share. We believe very strongly that this price is more than fair to the BOP shareholders. Paying a price above that amount would not be in the best interests of Boise Cascade shareholders."

Boise Cascade Corporation, headquartered in Boise, Idaho, is a major distributor of office products and building materials and an integrated manufacturer and distributor of paper and wood products. The company also owns and manages over 2 million acres of timberland in the United States. Visit the Boise Cascade web site at www.bc.com.

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