

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 | |
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| 1. Name and Address of Reporting Person* <u>FANNIN DAVID C</u> (Last) (First) (Middle) 2200 OLD GERMANTOWN ROAD MAIL CODE: LEGL (Street) DELRAY BEACH FL 33445 (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) Director 10% Owner X Officer (give title below) Other (specify below) <u>EVP, General Counsel & Secy</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>10/17/2006</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 | 10/17/2006 | | M | | 8,852 | A | \$11.49 | 52,407 | D | |
| Common Stock | 10/17/2006 | | M | | 18,750 | A | \$11.49 | 71,157 | D | |
| Common Stock | 10/17/2006 | | M | | 2,457 | A | \$16.38 | 73,614 | D | |
| Common Stock | 10/17/2006 | | M | | 12,441 | A | \$17.08 | 86,055 | D | |
| Common Stock | 10/17/2006 | | M | | 26,666 | A | \$17.55 | 112,721 | D | |
| Common Stock | 10/17/2006 | | M | | 7,543 | A | \$17.55 | 120,264 | D | |
| Common Stock | 10/17/2006 | | S ⁽¹⁾ | | 76,709 | D | \$44 | 43,555 ⁽²⁾ | D | |
| Common Stock | | | | | | | | 8,150 | I | By Spouse |

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 | Title | Amount or Number of Shares | | | | |
| Option (Right to Buy) | \$17.08 | 10/17/2006 | | M | | | 12,441 | 11/09/1999 | 11/09/2008 | Common Stock | 12,441 | \$0 | 17,559 | D | |
| Option (Right to Buy) | \$16.38 | 10/17/2006 | | M | | | 2,457 | 08/04/2000 | 08/04/2009 | Common Stock | 2,457 | \$0 | 5,000 | D | |
| Option (Right to Buy) | \$11.49 | 10/17/2006 | | M | | | 18,750 | 06/24/2003 ⁽³⁾ | 02/14/2010 | Common Stock | 18,750 | \$0 | 0 | D | |
| Option (Right to Buy) | \$17.55 | 10/17/2006 | | M | | | 7,543 | 04/07/2005 ⁽³⁾ | 02/18/2011 | Common Stock | 7,543 | \$0 | 11,207 | D | |
| Option (Right to Buy) | \$11.49 | 10/17/2006 | | M | | | 8,852 | 02/14/2004 ⁽⁴⁾ | 02/14/2013 | Common Stock | 8,852 | \$0 | 0 | D | |
| Option (Right to Buy) | \$17.55 | 10/17/2006 | | M | | | 26,666 | 02/18/2005 ⁽⁴⁾ | 02/18/2014 | Common Stock | 26,666 | \$0 | 13,334 | D | |

Explanation of Responses:

- Sales were effected pursuant to instructions from a 10b5-1 Sales Plan entered into on 8/9/2006 between reporting person and financial advisor.
- Beneficial holdings on Table I is updated to include 875 total shares in the Employee Stock Purchase Plan; and 5097 total shares under a Deferred Compensation Plan as of 10/18/2006.
- Vest on earlier achievement of stock price performance target of 25%-50% increase or 5 years from the date of the grant.
- Each option is exercisable with respect to one-third of the shares on each annual anniversary of the date of the grant.

Remarks:

By: Anne Zuckerman,

10/19/2006

Attorney-in-Fact for:

** 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.

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