

OFFICEMAX INC
Form 4
June 19, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Barr Jim

(Last) (First) (Middle)

C/O OFFICEMAX
INCORPORATED, 263 SHUMAN
BLVD.

(Street)

NAPERVILLE, IL 60563

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
OFFICEMAX INC [OMX]

3. Date of Earliest Transaction
(Month/Day/Year)
06/17/2013

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)
EVP, Chief Digital Officer

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					85,362 ⁽¹⁾	D	

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

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 control number.

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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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	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 Underlying Securities (Instr. 3 and 4)	8. F...
Employee Stock Option (Right to Buy)	\$ 4.87 ⁽²⁾					⁽³⁾ 11/14/2018	Common Stock 141,563	
Employee Stock Option (Right to Buy)	\$ 4.92 ⁽⁴⁾					⁽⁵⁾ 02/16/2019	Common Stock 60,533	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barr Jim C/O OFFICEMAX INCORPORATED 263 SHUMAN BLVD. NAPERVILLE, IL 60563			EVP, Chief Digital Officer	

Signatures

/s/ Susan Wagner-Fleming by POA from Jim Barr	06/19/2013
<u> </u> **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) The number of shares beneficially owned reflects an equitable adjustment on June 17, 2013 to the reporting person's restricted stock units made pursuant to the anti-dilutive provisions of the Company's OMIPP as a result of a special cash dividend to be paid to shareholders of record as of the close of business on June 12, 2013.
- (2) This stock option was previously reported as covering 125,000 shares at an exercise price of \$5.51 per share. The exercise price and the number of shares underlying this stock option reflects an equitable adjustment made on June 17, 2013 pursuant to the anti-dilutive provisions of the Company's OMIPP as a result of a special cash dividend to be paid to shareholders of record as of the close of business on June 12, 2013.

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- The stock option vested with respect to 28,313 underlying shares of common stock on November 14, 2012; will vest with respect to
- (3) 56,625 underlying shares of common stock on November 14, 2013; and will vest with respect to 56,625 underlying shares of common stock on November 14, 2014.

- This stock option was previously reported as covering 53,451 shares at an exercise price of \$5.57 per share. The exercise price and the number of shares underlying this stock option reflects an equitable adjustment made on June 17, 2013 pursuant to the anti-dilutive provisions of the Company's OMIPP as a result of a special cash dividend to be paid to shareholders of record as of the close of business on June 12, 2013.
- (4)

- (5) The stock option vests in three equal annual installments beginning on February 16, 2013.

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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