

OFFICEMAX INC

Form 4

June 19, 2013

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hartley Larry

(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
X Officer (give title ____ Other (specify
below) below)

SVP, Supply Chain

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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. 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)			
			Code	V	Amount	(D)	Price
Common Stock					50,266 ⁽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
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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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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 Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	\$ 12.82 (2)					(3)	02/11/2017	Common Stock	13,357	
Employee Stock Option (Right to Buy)	\$ 14.89 (4)					(5)	02/09/2018	Common Stock	10,373	
Employee Stock Option (Right to Buy)	\$ 4.92 (6)					(7)	02/16/2019	Common Stock	11,869	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hartley Larry C/O OFFICEMAX INCORPORATED 263 SHUMAN BLVD. NAPERVILLE, IL 60563			SVP, Supply Chain	

Signatures

/s/ Susan Wagner-Fleming by POA from Larry
Hartley

06/19/2013

__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)

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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 11,795 shares at an exercise price of \$14.52 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.

(3) The stock option vested in three equal annual installments beginning on February 11, 2011.

(4) This stock option was previously reported as covering 9,160 shares at an exercise price of \$16.86 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.

(5) The stock option vests in three equal annual installments beginning on February 9, 2012.

(6) This stock option was previously reported as covering 10,481 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.

(7) The stock option will vest in two equal installments on February 16, 2014 and February 16, 2015.

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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