

OFFICEMAX INC
Form 4
June 19, 2013

FORM 4

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

OMB APPROVAL

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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 *
GANGWAL RAKESH

(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)

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 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

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

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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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction Number	5.	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Pri
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Secur (Instr.)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Purchase Option	\$ 2.21 ⁽¹⁾						07/01/2000	⁽²⁾	Common Stock	665
Purchase Option	\$ 2.21 ⁽³⁾						07/01/2001	⁽²⁾	Common Stock	906
Purchase Option	\$ 2.21 ⁽⁴⁾						07/01/2002	⁽²⁾	Common Stock	52
Purchase Option	\$ 2.21 ⁽⁵⁾						07/01/2003	⁽²⁾	Common Stock	2,523
Purchase Option	\$ 2.21 ⁽⁶⁾						07/01/2004	⁽²⁾	Common Stock	1,864
Purchase Option	\$ 2.21 ⁽⁷⁾						07/01/2005	⁽²⁾	Common Stock	1,674
Stock Option (Right to Buy)	\$ 21.89 ⁽⁸⁾						07/31/2004	07/31/2013	Common Stock	3,397

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GANGWAL RAKESH C/O OFFICEMAX INCORPORATED 263 SHUMAN BLVD. NAPERVILLE, IL 60563	X			

Signatures

/s/ Matthew R. Broad by POA from Rakesh Gangwal

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) This option was previously reported as covering 588 shares at an exercise price of \$2.50 per share. The exercise price and the number of shares underlying this option reflects an equitable adjustment made on June 17, 2013 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) The option expires three years following the reporting person's termination as a director of the Company.

(3) This option was previously reported as covering 800 shares at an exercise price of \$2.50 per share. The exercise price and the number of shares underlying this option reflects an equitable adjustment made on June 17, 2013 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) This option was previously reported as covering 46 shares at an exercise price of \$2.50 per share. The exercise price and the number of shares underlying this option reflects an equitable adjustment made on June 17, 2013 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) This option was previously reported as covering 2,228 shares at an exercise price of \$2.50 per share. The exercise price and the number of shares underlying this option reflects an equitable adjustment made on June 17, 2013 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.

(6) This option was previously reported as covering 1,646 shares at an exercise price of \$2.50 per share. The exercise price and the number of shares underlying this option reflects an equitable adjustment made on June 17, 2013 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) This option was previously reported as covering 1,479 shares at an exercise price of \$2.50 per share. The exercise price and the number of shares underlying this option reflects an equitable adjustment made on June 17, 2013 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.

(8) This option was previously reported as covering 3000 shares at an exercise price of \$24.79 per share. The exercise price and the number of shares underlying this option reflects an equitable adjustment made on June 17, 2013 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.

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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