

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  
Expires: January 31, 2015  
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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 \*  
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 below) \_\_\_ Other (specify 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. 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					50,266 <sup>(1)</sup>	D	

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)**

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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. Price of Underlying Securities (Instr. 3 and 4)
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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 12.82 <sup>(2)</sup>							<sup>(3)</sup>	02/11/2017	Common Stock	13,357
Employee Stock Option (Right to Buy)	\$ 14.89 <sup>(4)</sup>							<sup>(5)</sup>	02/09/2018	Common Stock	10,373
Employee Stock Option (Right to Buy)	\$ 4.92 <sup>(6)</sup>							<sup>(7)</sup>	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  
 Date: 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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