

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 *
DE LUZURIAGA FRANCESCA RUIZ

(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 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 |

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. Expiration Date | 6. Date Exercisable and | 7. Title and Amount of Underlying Securities | 8. Price |
|------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|--------------------|-------------------------|--|----------|
|------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|--------------------|-------------------------|--|----------|

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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 | 472 |
| Purchase Option | \$ 2.21 ⁽³⁾ | | | | | | 07/01/2001 | ⁽²⁾ | Common Stock | 1,895 |
| Purchase Option | \$ 2.21 ⁽⁴⁾ | | | | | | 07/01/2002 | ⁽²⁾ | Common Stock | 883 |
| Purchase Option | \$ 2.21 ⁽⁵⁾ | | | | | | 07/01/2003 | ⁽²⁾ | Common Stock | 1,066 |
| Purchase Option | \$ 2.21 ⁽⁶⁾ | | | | | | 07/01/2004 | ⁽²⁾ | Common Stock | 117 |
| Purchase Option | \$ 2.21 ⁽⁷⁾ | | | | | | 07/01/2005 | ⁽²⁾ | Common Stock | 90 |
| 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 |
| DE LUZURIAGA FRANCESCA RUIZ C/O OFFICEMAX INCORPORATED 263 SHUMAN BLVD. NAPERVILLE, IL 60563 | X | | | |

Signatures

/s/ Matthew R. Broad by POA from Francesca Ruiz de Luzuriaga

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 417 shares at an exercise price of \$2.50 per share. The exercise price and the number of shares underlying this option reflect 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 1,674 shares at an exercise price of \$2.50 per share. The exercise price and the number of shares underlying this option reflect 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 780 shares at an exercise price of \$2.50 per share. The exercise price and the number of shares underlying this option reflect 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 942 shares at an exercise price of \$2.50 per share. The exercise price and the number of shares underlying this option reflect 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 104 shares at an exercise price of \$2.50 per share. The exercise price and the number of shares underlying this option reflect 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 80 shares at an exercise price of \$2.50 per share. The exercise price and the number of shares underlying this option reflect 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 3,000 shares at an exercise price of \$24.79 per share. The exercise price and the number of shares underlying this option reflect 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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