

OFFICE DEPOT INC
Form DEFR14A
April 05, 2004

SCHEDULE 14A INFORMATION

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934**

Filed by the Registrant [X]

Filed by a Party other than the Registrant []

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

Office Depot, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

AMENDED NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

This amended Notice Of Annual Meeting replaces the original Notice, filed with the Registrant's Definitive Proxy Statement on Schedule 14A, due to a typographical error that occurred in the process of converting the document to EDGAR format. The typographical error does not appear in printed versions of the Proxy Statement.

**OFFICE DEPOT, INC.
2200 OLD GERMANTOWN ROAD
DELRAY BEACH, FLORIDA 33445**

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

DATE Friday, May 14, 2004

TIME 10:00 a.m. Local Time

LOCATION Renaissance Boca Hotel
2000 N.W. 19th Street
Boca Raton, FL 33431-7362
(561) 368-5252

ITEMS OF BUSINESS

1. To elect twelve (12) members of the Board of Directors for the term described in this proxy statement;
2. To request that our shareholders approve an increase of Fifteen million shares to the shares available for grants and awards under our Long Term Equity Incentive Plan (Stock Option Plan);
3. To ratify our Audit Committee s appointment of Deloitte & Touche LLP as independent public accountants for the term described in this proxy statement;
4. To transact any other business that may properly come before the meeting.

RECORD DATE You must own shares of Office Depot common stock as of the close of business on March 10, 2004 (the Record Date) to attend and vote at our Annual Meeting and any adjournment thereof.

ANNUAL REPORT Our 2003 Annual Report is enclosed with these proxy materials.

By order of the Board of Directors,

David C. Fannin
*Executive Vice President, General Counsel &
Corporate Secretary*

Delray Beach, Florida; April 1, 2004

Please note that for security reasons, we will require that you present the admission ticket included with this proxy statement. We will require positive picture identification from all attendees at our Annual Meeting. We reserve the right to exclude any person whose name does not appear on our official shareholder list as of our record date of March 10, 2004. If you hold shares in street name and do not have a ticket, please bring a letter from your stockbroker, or a current brokerage statement, to indicate that the broker is holding shares for your benefit. We also reserve the right to request any person to leave the Annual Meeting who is disruptive, refuses

to follow the rules established for the meeting or for any other reason. Cameras, recording devices and other electronic devices, signs and placards will NOT be permitted at the meeting.