COLLEY JERRY Form 5 February 11, 2003

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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

### FORM 5

#### ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

- O Check box if no longer subject to Section 16.
  Form 4 or Form 5 obligations may continue.
  See Instruction 1(b).
- o Form 3 Holdings Reported
- O Form 4 Transactions Reported

	Name and Address of Reporting Person*		Issuer Name and Ticker or Trading Symbol	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)			
	Colley, Jerry		Office Depot, Inc. (ODP)					
(Last) (First) (Middle)				•				
	2200 Old Germantown Road	4.	Statement for Month/Year  December 2002	5.	If Amendment, Date of Original (Month/Year)			
(Street) 6		6.	Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	Individual or Joint/Group Reporting (Check Applicable Line)			
	Delray Beach, FL 33445		O Director O 10% Owner		o Form filed by One Reporting Person			
	(City) (State) (Zip)	•	X Officer (give title below)		0			

O Other (specify below)

President - North American Stores

Form filed by More than One Reporting Person

\* If the form is filed by more than one reporting person, see instruction 4(b)(v).

Title of 2. Security (Instr. 3)	Transaction 2. Date (Month/Day/Year)	A. Deemed Execution Date, if any (Month/Day/Year)	Co	ankacSimurities de or Dispos str. (Instr. 3, 4	ed of (	<b>D</b> )	Amount of Securities Beneficially Owned at the End of Issuer's Fiscal Year (Instr. 3 and 4)	6.	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownershij (Instr. 4)
				Amount	(A) or (D)	Price					
Common Stock	3/11/02		P	7365	A	\$20.15	20,991(1)		D		
Common Stock	3/08/02		P	4700	A	\$20.08					
Common Stock	3/08/02		P	7400	A	\$20.15					

		Table II Deriva (e.g., pu	tive ıts,	Securities Acquicalls, warrants, o	red, ption	Disposed of, or Ben as, convertible secur	efi iti	cially Owned es)				
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 Securities Acquired (D) (Instr. 3, 4)	(A) or Disp	
										(A)	( <b>D</b> )	
Option (right to buy)												
					Pag	ge 3						

	Table II			sposed of, or Beneficial ions, convertible securi		d
6.	Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of 8. Underlying Securities (Instr. 3 and 4)	Price of 9. Derivative Security (Instr. 5)	Number of Derivative 10 Securities Beneficially Owned at End of Year (Instr. 4)	D. Ownership of 1: Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	I. Nature of Indirect Beneficial Ownership (Instr. 4)
	Date Expiration Exercisable Date	Amount or Number of Title Shares				
		Common		400,000	D	
_						
_						
E	xplanation of Respor	nses:				
(1	) Includes 1,526 share	es acquired under the Emp	oloyee Stock l	Purchase Plan.		
		/s/ Jerry Colley		2/11/03		
		**Signature of Report Person	ing	Date		

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).