

OFFICEMAX INC
Form PRE 14A
February 23, 2007
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

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 §240.14a-12

Office Max Incorporated

(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.
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 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:

Notice and Proxy Statement

OfficeMax Incorporated
Annual Meeting of Shareholders
Lisle, Illinois
Wednesday, April 25, 2007

OFFICEMAX INCORPORATED

NOTICE OF ANNUAL MEETING

Wednesday, April 25, 2007

1 p.m., Central Daylight Time

Wyndham Lisle-Chicago Hotel & Executive Meeting Center

3000 Warrenville Road

Lisle, Illinois 60532

March 14, 2007

Dear Shareholder:

On behalf of the board of directors, it is my pleasure to invite you to our 2007 annual meeting of shareholders to:

- elect nine directors;
- approve the appointment of KPMG LLP as our independent registered public accounting firm for 2007;
- approve an amendment to our Restated Certificate of Incorporation, as amended, to remove the supermajority voting requirements;
- consider and act upon a shareholder proposal; and
- conduct other business properly brought before the meeting.

Shareholders who owned stock at the close of business on March 7, 2007 can vote at the meeting.

Your vote is important regardless of the number of shares you own. Whether you plan to attend or not, please review the enclosed materials and sign, date, and return the enclosed proxy card in the envelope provided. If you attend the meeting and prefer to vote at that time, you may do so. We have also made provisions for you to submit your proxy through the internet or by telephone.

Thank you for your ongoing support of and continued interest in OfficeMax.

Sincerely yours,

Sam K. Duncan
Chairman of the Board
and Chief Executive Officer

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