

OFFICEMAX INC  
Form DEF 14A  
March 20, 2012  
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

**SCHEDULE 14A**

(Rule 14a -101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

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

**OfficeMax 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.

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- (3) Filing Party:

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# Notice and Proxy Statement

## **OfficeMax Incorporated** **Annual Meeting of Stockholders**

Naperville, Illinois

Monday, April 30, 2012

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# OFFICEMAX INCORPORATED

## NOTICE OF ANNUAL STOCKHOLDERS MEETING

Monday, April 30, 2012

2:00 p.m., Central Daylight Time

Hotel Arista at CityGate Centre

2139 City Gate Lane

Naperville, IL 60563

March 20, 2012

Dear Stockholder:

It is my pleasure to invite you to our 2012 annual meeting of stockholders. At the meeting, we will consider:

The election of eight directors;

The appointment of KPMG LLP as our independent registered public accounting firm for 2012;

The adoption, on a non-binding, advisory basis, of a resolution approving the compensation of our named executive officers described under the heading **Executive Compensation** in our proxy statement; and

Such other business as may properly come before the meeting.

Stockholders who owned shares of our stock at the close of business on March 5, 2012, can vote on these proposals.

Your vote is important regardless of the number of shares of stock you own. Whether you plan to attend or not, please review our proxy materials and request a proxy card to sign, date and return or submit your voting instructions by telephone or through the Internet. Instructions for each type of voting are included in the Notice of Internet Availability of Proxy Materials that you received and in this proxy statement. If you plan to attend the meeting and prefer to vote at that time, you may do so. If you hold your shares through a broker, bank, or other institution, please be sure to follow the voting instructions that you receive from the holder. The holder will not be able to vote your shares on any of the proposals except the appointment of KPMG LLP unless you have provided voting instructions.

Ravichandra K. Saligram

President and Chief Executive Officer

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**OfficeMax Incorporated**

OfficeMax Incorporated ( OfficeMax, the Company, or we ) is a leader in both business-to-business and retail office products distribution. We provide office supplies and paper, print and document services, technology products and solutions and office furniture to large, medium and small businesses, government offices and consumers. Our customers are served by approximately 29,000 associates through direct sales, catalogs, the Internet and retail stores. Our common stock is traded on the New York Stock Exchange ( NYSE ) under the ticker symbol OMX . Our corporate headquarters is located at 263 Shuman Boulevard, Naperville, Illinois 60563, and our website address is [www.officemax.com](http://www.officemax.com). In 2011, the Company s fiscal year ended on December 31, 2011.

**Annual Meeting Information**

This proxy statement contains information we must provide to you under the rules of the Securities and Exchange Commission ( SEC ) and the NYSE in connection with the solicitation of proxies by our board of directors for the 2012 annual meeting of stockholders. It is designed to assist you in voting your shares of our stock. We will begin mailing notice of the availability of these proxy materials on or about March 20, 2012.

***Who May Vote?***

You may vote if you were the holder of record of shares of our common stock or our Series D convertible preferred stock at the close of business on March 5, 2012. You are entitled to one vote on each matter presented at the 2012 annual stockholders meeting for each share of our stock you owned at that time. If you held stock at that time in street name through a broker, bank or other institution, you must either provide voting instructions to the holder or obtain a proxy, executed in your favor, from the holder to be able to vote those shares at the meeting.

Each share of OfficeMax stock is entitled to one vote. As of March 5, 2012 (the record date for determining stockholders entitled to vote at the meeting), we had the following shares of stock outstanding and entitled to vote:

Type/Series of Stock	Number of Shares Outstanding
Common stock	86,574,312
Convertible preferred stock, Series D (ESOP)	638,353

***What Am I Voting On?***

You are voting on:

The election of eight directors;

The appointment of KPMG LLP as our independent registered public accounting firm for 2012;

The adoption, on a non-binding, advisory basis, of a resolution approving the compensation of our named executive officers described under the heading Executive Compensation in our proxy statement; and

Such other business as may properly come before the meeting.

***How Do I Vote?***

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If your shares of stock are registered directly in your name, you are considered a stockholder of record and you will receive your Notice of Internet Availability of Proxy Materials directly from us. Stockholders of record can vote in advance of our annual meeting by requesting a proxy card to sign, date and return or by submitting voting instructions by telephone or through the Internet. Please see the Notice of Internet Availability of Proxy Materials you received or this proxy statement for specific instructions on how to cast

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your vote by any of these methods. You may obtain directions to the location of our 2012 Annual Meeting by contacting our Investor Relations Department at 263 Shuman Boulevard, Naperville, Illinois 60563, email: [investor@officemax.com](mailto:investor@officemax.com), or telephone: 630-864-6800.

If you hold your shares of stock through a broker, bank, or other institution, you are considered the beneficial owner of stock held in street name and you will receive your notice from your broker, bank or other institution.

### ***Stockholders of Record***

For stockholders of record, voting instructions submitted via mail, telephone or the Internet must be received by Broadridge, our independent tabulator, by 11:59 p.m. Eastern Time on April 29, 2012. Submitting your voting instructions prior to the annual meeting will not affect your right to vote in person should you decide to attend the meeting.

Stockholders of record can vote by:

Requesting and returning a completed proxy card by mail to our independent tabulator, Broadridge, by 11:59 p.m. Eastern Time on April 29, 2012;

Submitting voting instructions via the Internet or telephone by 11:59 p.m. Eastern Time on April 29, 2012; or

Completing a ballot and returning it to the inspector of election during the annual meeting.

Instructions and contact information for each of these voting options can be found in our Notice of Internet Availability of Proxy Materials.

The Internet and telephone voting procedures available to you are designed to authenticate stockholders' identities, to allow stockholders to submit voting instructions and to confirm that stockholders' voting instructions have been recorded properly. We have been advised that the Internet and telephone voting procedures are consistent with the requirements of applicable law. Stockholders voting via the Internet or telephone should understand that there may be costs associated with voting in this manner, such as usage charges from Internet access providers and telephone companies, which must be borne by the stockholder.

### ***Stock Held in Street Name***

If you hold your stock in street name, you can vote by submitting a voting instruction card to your broker or other institution that sent your Notice of Internet Availability of Proxy Materials to you in accordance with their procedures. Please note that if you hold your shares in street name, the broker or other institution that holds the stock will not be able to vote your shares on any proposal other than the appointment of KPMG unless you have provided voting instructions. If you wish to vote at the meeting, you must obtain a proxy, executed in your favor, from the holder of record of the stock as of the record date.

### ***Series D Convertible Preferred Stock***

If you are a current or former employee of OfficeMax or one of its subsidiaries and you own shares of OfficeMax's Series D Convertible Preferred Stock in the Employee Stock Ownership Plan (ESOP) fund, you may instruct Vanguard Fiduciary Trust Company, the plan trustee, how to vote the shares of stock allocated to you under the ESOP by requesting a proxy card to sign, date and return or by submitting your voting instructions by telephone or through the Internet. Please see the Notice of Internet Availability of Proxy Materials we sent to you for specific instructions on how to provide voting instructions by any of these methods. Please note that your voting instructions for preferred stock you hold in the ESOP fund must be received by 11:59 p.m. Eastern Time on April 25, 2012.

The plan trustee will vote any shares in the ESOP for which instructions are not received, or that are not allocated to an account, in the same proportion as shares of stock voted by the plan participants generally, subject to the trustee's fiduciary obligations under applicable law.



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### ***What If I Do Not Provide Voting Instructions?***

If you submit a valid proxy card, or validly submit voting instructions via the telephone or Internet, but you do not indicate your vote, your shares of stock will be voted *for*:

The election of eight directors;

The appointment of KPMG LLP as our independent registered public accounting firm for 2012; and

The adoption, on a non-binding, advisory basis, of a resolution approving the compensation of our named executive officers described under the heading *Executive Compensation* in our proxy statement.

You also give the proxies discretionary authority to vote on any other business that may properly be presented at the meeting.

### ***Can I Revoke or Change My Vote?***

If you are a stockholder of record, you may revoke or change your proxy and voting instructions at any time prior to the vote at the annual meeting. To do so:

Submit a new proxy card or voting instructions to the independent tabulator by mail, telephone or through the Internet by 11:59 p.m. Eastern Time on April 29, 2012; or

Attend the annual meeting and vote in person by ballot.

If you hold your stock in street name, you may revoke or change your proxy instructions prior to the vote at the annual meeting by submitting new voting instructions to your broker or other institution in accordance with their procedures.

### ***Who Are the Proxies and What Do They Do?***

When you vote in advance of the annual meeting, you appoint Mr. Matthew R. Broad, our Executive Vice President, General Counsel, Ms. Susan Wagner-Fleming, our Corporate Secretary and Senior Vice President and Mr. Tony Giuliano, our Treasurer and Vice President, Investor Relations as proxies, each with the power to appoint a substitute. You direct them to vote all of the shares of stock you held on the record date at the annual meeting and at any adjournment or postponement of that meeting. If you submit a valid proxy card or validly submit voting instructions via the telephone or Internet, and you do not subsequently revoke your proxy or vote, the individuals named on the card, as your proxies, will vote your shares of stock in accordance with your instructions. If you submit a valid proxy card or voting instructions but you do not indicate your vote, your shares of stock will be voted as described above under *What If I Do Not Provide Voting Instructions?* on page 3.

### ***Is My Vote Confidential?***

We have a confidential voting policy. Stockholders' votes will not be disclosed to us other than in limited situations. The tabulator will collect, tabulate and retain all proxies and will forward any comments written on the proxy cards or otherwise received by the tabulator to management. Our confidential voting policy will not apply in the event of a contested solicitation.

### ***What Is the Quorum Requirement for the Annual Meeting?***

A quorum is necessary to hold a valid meeting. A quorum will exist if stockholders holding a majority of the shares of stock issued and outstanding and entitled to vote at the meeting are present in person or represented by proxy.

***How Are Abstentions, Withheld Votes and Broker Non-Votes Treated?***

The election inspector will treat abstentions, withholds and broker non-votes as shares of stock that are present and entitled to vote for purposes of determining the presence of a quorum. A broker non-vote occurs when a broker holding stock for a beneficial owner does not vote on a particular proposal because

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the broker does not have discretionary voting power for that particular item and has not received instructions from the beneficial owner. Brokers will have discretionary voting power with respect to proposal two (the appointment of KPMG), but not with respect to any other proposal. Abstentions and broker non-votes do not count as votes cast either for or against any of the proposals. A withhold vote with respect to any director nominee will have the effect of a vote against such nominee.

### ***What Vote Is Required to Approve a Proposal?***

**Proposal One:** A nominee will be elected to the board if the number of votes cast for his or her election exceeds the number of votes withheld from or cast against his or her election.

**Proposal Two:** The appointment of KPMG LLP as our independent registered public accounting firm for 2012 will be approved if holders of a majority of the stock present in person at the meeting or represented by proxy (excluding, in accordance with our bylaws, any shares where the holder has expressly indicated that the holder is abstaining from voting) vote in favor of the proposal.

**Proposal Three:** The resolution approving the compensation of our named executive officers described under the heading Executive Compensation in our proxy statement will be approved on a non-binding, advisory basis, if holders of a majority of the stock present in person at the meeting or represented by proxy (excluding, in accordance with our bylaws, any shares where the holder has expressly indicated that the holder is abstaining from voting) vote in favor of the proposal.

### ***Who Solicits Proxies and How Are They Paid?***

We pay the expenses of soliciting proxies. OfficeMax has retained D.F. King & Company ( D.F. King ) to assist in the solicitation of proxies. D.F. King will receive an aggregate fee of \$23,000, plus out-of-pocket expenses. OfficeMax has agreed to indemnify D.F. King against certain liabilities arising out of or in connection with this engagement. In addition to the solicitation of proxies by use of the mail, employees of D.F. King and our directors, officers and regular employees may solicit the return of proxies by personal interview, mail, electronic mail, facsimile, telecopy, telegram, telephone and Internet. Our directors, officers and employees will not receive additional compensation for these activities. Brokerage houses and other custodians, nominees and fiduciaries will be requested to forward solicitation material to the beneficial owners of stock.

### ***How Do You Determine Whether I Get One or More Paper Copies of the Proxy Materials?***

To reduce the costs of printing and distributing proxy materials we are taking advantage of the SEC rule that allows companies to furnish their proxy materials over the Internet. As a result, we send many stockholders a notice regarding the Internet availability of the proxy materials instead of a paper copy of our proxy materials. This notice explains how you can access the proxy materials over the Internet and also describes how to request to receive a paper copy of the proxy materials. If you have requested paper copies of the proxy materials, you may have received one copy of our proxy statement, annual report or Notice of Internet Availability of Proxy Materials for multiple stockholders in your household. This is because we and some banks, brokers and other record holders participate in the practice of householding proxy statements, annual reports and Notices of Internet Availability of Proxy Materials and deliver only one copy to stockholders at one address unless we or they receive other instructions from you. We will promptly deliver a separate copy of these documents to you currently and in future years if you write to the Broadridge Household Department, 51 Mercedes Way, Edgewood, New York 11717 or call Broadridge toll free: 1-800-542-1061. If you are receiving multiple copies and would like to receive only one copy for your household, you should contact your bank, broker, or other record holder, or you may contact Broadridge at the address and phone number above.



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The members of our board of directors are elected for a term of office to expire at our next annual meeting (subject to the election and qualification of their successors or the earlier of their death, resignation or removal). If you submit valid voting instructions, the proxies will vote your shares of stock for the election of each of the eight nominees, unless you indicate that you wish to vote against a nominee or withhold your vote on a nominee.

Our board of directors has proposed eight nominees for election as directors: Warren F. Bryant, Joseph M. DePinto, Rakesh Gangwal, Francesca Ruiz de Luzuriaga, V. James Marino, William J. Montgoris, Ravichandra K. Saligram and David M. Szymanski. Detailed information on each nominee is provided beginning on page 9. We expect that all nominees will be able to serve if elected. If any nominee is not able to serve, the proxies will either vote your shares of stock for another nominee recommended by our Governance and Nominating Committee and nominated by the board of directors or the board may reduce the number of directors to be elected at the meeting.

Under our by-laws, in uncontested elections, a director is elected if the votes cast for the director's election exceed the votes withheld from or cast against the director's election. The Company has a director resignation policy which states that the board will only nominate candidates who agree to tender, promptly following the annual meeting at which they are first elected or their appointment, a resignation that will be effective upon (i) the failure of the director to receive the required vote at any annual meeting at which he or she is nominated for re-election and (ii) acceptance by the board of such resignation. If a director fails to receive a majority vote in favor of his or her election, the Governance and Nominating Committee of our board, excluding the director whose resignation is under consideration, will promptly consider the resignation and make a recommendation to the board regarding whether to accept or reject the tendered resignation or whether other action should be taken. The board, excluding the director whose resignation is under consideration, will act on the Governance and Nominating Committee's recommendation within ninety days from the date of the certification of the election results. The board will publicly disclose its decision regarding the tendered resignation. If an incumbent director's resignation is not accepted by the board, the director will continue to serve until the next annual meeting and until his or her successor is duly elected, or until his or her earlier resignation or removal. If a director's resignation is accepted by the board of directors, the board, in its sole discretion, may decide whether to fill such vacancy or reduce the size of the board.

***Our board of directors unanimously recommends***

***a vote FOR each of the nominees.***

***2. Appointment of Independent Registered Public Accounting Firm***

Our Audit Committee appointed KPMG LLP to serve as our independent registered public accounting firm for 2012, subject to stockholder approval. Representatives of KPMG LLP will be present at the annual meeting to answer questions. They will also have the opportunity to make a statement if they desire to do so.

The following table sets out the various fees for services provided by KPMG LLP in 2010 and 2011. The Audit Committee pre-approved all of these services (see Audit Committee Report Audit, Audit-Related, and Other Nonaudit Services on page 23 for a description of the pre-approval policy of the Audit Committee).

**Annual Fees for 2010 and 2011**

Description	Amounts	
	2011	2010
Audit Fees (1)	\$ 3,251,000	\$ 3,404,000
Audit-Related Fees (2)	\$ 235,000	\$ 220,000
Tax Fees (3)	\$ 59,000	\$ 157,000



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- (1) Audit fees relate to professional services rendered in conjunction with the audit of our annual financial statements, the review of our quarterly financial statements, and the audit of our internal controls over financial reporting, statutory filings and other services pertaining to SEC matters.
  
- (2) Audit-related fees relate to attestation and other services traditionally performed by companies' independent accountants, such as audits of our employee benefit plans, special procedures required to meet certain regulatory requirements and other miscellaneous assurance services.
  
- (3) Tax fees relate to tax compliance services surrounding transactions that have already occurred. We use these services to document, compute and obtain government approval for amounts to be included in tax filings. KPMG LLP's full-time, permanent employees conducted a majority of the audit of Company's 2011 financial statements. Leased personnel were not employed with respect to the domestic audit engagement.

The Audit Committee is responsible for recommending, for stockholder approval, our independent registered public accounting firm. Should stockholders fail to approve the appointment of KPMG LLP, the Audit Committee would undertake the task of reviewing the appointment. Nevertheless, given the difficulty and expense of changing independent accountants mid-way through the year, there is no assurance that a firm other than KPMG LLP could be secured to deliver any or all of the Company's independent auditing services required in 2012. The Audit Committee, however, would take the lack of stockholder approval into account when recommending an independent registered public accounting firm for 2013.

***Our board of directors unanimously recommends a vote FOR the appointment of KPMG LLP as our independent registered public accounting firm for 2012.***

***3. Non-Binding, Advisory Vote on the Compensation of Our Named Executive Officers  
Background to the Advisory Vote***

At our 2011 Annual Meeting of Stockholders, more than 81% of the shares voted were cast in support of the Company's executive compensation program. Under Section 14A of the Securities Exchange Act (Section 14A), the Company is again submitting a proposal pursuant to which stockholders are able to vote to approve, on an advisory (non-binding) basis, the compensation of the named executive officers. As described more fully in the Executive Compensation section of this proxy statement, including the Compensation Discussion and Analysis and the related compensation tables and narrative, we designed our executive compensation program to create alignment between executive compensation and business performance by rewarding elected officers for the achievement of strategic and tactical goals that are intended to contribute to long-term stockholder value. We provide targeted overall compensation levels that are comparable and competitive to the national marketplace where we compete for talent and this assists us to attract, motivate and retain elected officers who are vital to our short- and long-term success, profitability and growth.

***Our Compensation Program***

We urge you to read the Executive Compensation section of the Proxy, including the Compensation Discussion and Analysis and the related compensation tables and narrative, for the details of our compensation program, including the 2011 compensation of our named executive officers. Highlights of our executive compensation programs include the following:

The primary components of our compensation program are:

Base salary;

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Annual performance-based incentive compensation, established in order to ensure that a substantial portion of annual cash compensation is tied to the Company's annual financial performance; and

Long-term incentive compensation that is primarily performance-based, established in order to encourage ownership of our common stock by elected officers and align their interests with those of our stockholders.

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These components emphasize performance-based compensation:

We place a heavy emphasis on performance, and consequently a substantial portion of each named executive officer's total target annual compensation (from 56 to 81 percent for 2011) is at-risk and tied to our annual and long-term financial performance, as well as to the enhancement of stockholder value; and

Our named executive officers receive equity awards subject to long-term vesting requirements. These long-term incentives, at target, constitute between 33 and 62 percent of our named executive officers' total compensation for 2011. We believe these awards ensure that a significant portion of the executives' compensation is tied to long-term stock price performance and attainment of important financial goals.

In 2011, our financial performance did not meet our internal expectations. Our incentive programs performed as our shareholders would expect under those circumstances. Because the Company did not achieve minimum performance measures in 2011, no payouts were made to named executive officers under the 2011 annual incentive program and the portions of our named executive officers' long-term equity awards dependent on 2011 performance are expected to be forfeited at the end of their vesting periods.

The Executive Compensation Committee discharges many of the Board's responsibilities related to executive compensation and continuously strives to align our compensation policies with our performance. Within the past seven years, the committee has:

For the 2012 fiscal year, deferred the consideration of annual merit increases to salaries of management-level employees, including all elected officers, until later in 2012 depending on Company performance;

For the 2009 fiscal year, frozen employee salaries at their 2008 levels and suspended the Company matching contribution to the 401(k) plan and the executive savings deferral plan;

Eliminated tax gross-ups on elected officer perquisites (other than under our standard relocation policy, applicable to Company associates);

Established stock ownership guidelines under which executives are expected to accumulate significant amounts of Company stock over time;

Implemented an annual process to assess risks associated with our compensation policies and programs;

Adopted a policy prohibiting directors, officers, or other employees from entering into speculative transactions in OfficeMax securities;

Adopted a clawback policy that allows the Company to require reimbursement of executive officer compensation in certain circumstances if misconduct by the officer contributed to a restatement of previously issued financial statements; and

Adopted a policy limiting elected officers' personal use of company aircraft.

The Executive Compensation Committee will continue to analyze our executive compensation policies and practices and adjust them as appropriate to reflect our performance and competitive needs. It will also continue to stay abreast of emerging compensation trends and regulatory issues.

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Based on the above, we request that you indicate your support for our executive compensation practices by voting in favor of the following resolution:

Resolved, that the Company's stockholders approve the compensation of the Company's named executive officers as described in this Proxy Statement in the Executive Compensation section, including the Compensation Discussion and Analysis and the related compensation tables and narrative.

This vote is an advisory vote, and therefore, not binding upon us. Nonetheless, the Executive Compensation Committee and the board value the opinions expressed by our stockholders and will consider the outcome of the vote when making future compensation decisions for our named executive officers.

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*Our board of directors unanimously recommends a vote for the adoption, on a non-binding, advisory basis, of the resolution approving the compensation of our named executive officers described under the heading **Executive Compensation** in our proxy statement.*

**4. Such Other Business as May Properly Come before the Meeting**

We do not know of any other matters to be voted on at the meeting. If, however, other matters are properly presented for a vote at the meeting, the persons named as proxies will vote your properly submitted proxy according to their judgment on those matters.

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**Board of Directors**

***Structure and Nominee Biographies***

The board has nominated eight directors for election in 2012, each to hold office until the annual meeting of stockholders in 2013 (subject to the election and qualification of their successors or the earlier of their death, resignation or removal). Each of the nominees is currently serving as a director and our stockholders have previously elected all of the nominees other than Mr. Marino to the board. We prepared the following director summaries using information furnished to us by the nominees:

**Warren F. Bryant**, 66, joined our board of directors in 2004. From 2002 to 2008, Mr. Bryant served as a Director and the President and Chief Executive Officer of Longs Drug Stores Corporation, a retail drug store chain on the West Coast and in Hawaii. From 2003 to 2008 he served as the Chairman of the Board of Longs Drug Stores. Mr. Bryant served as Senior Vice President of The Kroger Co., a retail grocery chain, from 1999 to 2002. From 1996 to 1999, he served as President and Chief Executive Officer of Dillon Companies, Inc., a retail grocery chain and subsidiary of The Kroger Co. Mr. Bryant also served as a director of The National Association of Chain Drug Stores from 2003 to 2008 and as Chairman of the Association during 2008. Mr. Bryant previously served as a director of Longs Drug Stores Corporation (2002-2008) and Pathmark Stores, Inc., a retail grocery chain (2004-2005). Since 2009, Mr. Bryant has served as a director of Dollar General Corporation, a discount retailer, and, since 2010, Mr. Bryant has served as a director of George Weston Limited, a food processing and distribution company.

Mr. Bryant has an exceptional depth of experience in retail leadership, gaining substantial experience in marketing, merchandising, operations and strategy. This experience gives him extensive, relevant knowledge of the retail industry, which, together with his participation on our board and his experience as a board member (including as chairman and as lead director) for several other public company retailers, led the board to conclude that he should again be nominated as a director.

**Joseph M. DePinto**, 49, joined our board of directors in 2006. Mr. DePinto has been the President and Chief Executive Officer of 7-Eleven, Inc., a convenience retailer, since December 2005. Prior to joining 7-Eleven, Inc., Mr. DePinto served as the President of GameStop Corp., a video game and entertainment software retailer, beginning in March 2005. Mr. DePinto was the Vice President of Operations of 7-Eleven from March 2002 until he joined GameStop Corp. in March 2005. Prior to March 2002, Mr. DePinto was Senior Vice President and Chief Operating Officer of Thornton Oil Corp., an independent gasoline/convenience-chain retailer. From 2008 until 2010, Mr. DePinto was a director of Jo-Ann Stores, Inc., a specialty retailer. Since 2010, he has been a director of Brinker International, Inc., an owner, operator and franchisor of restaurant brands.

As the Chief Executive Officer of 7-Eleven, the world's largest convenience store chain, Mr. DePinto has gained extensive domestic and international retail industry experience. He is currently involved with all aspects of retailing, including marketing, merchandising, strategy and operations. Mr. DePinto is a graduate of the United States Military Academy (West Point) and subsequently served as an officer with the United States Army, contributing to his leadership skills. Mr. DePinto's retail leadership experience, as well as his participation on our board and his experience as a board member for other large and/or public companies, led the board to conclude that he should again be nominated as a director.



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**Rakesh Gangwal**, 58, joined our board of directors in 1998. From June 2003 to August 2007, Mr. Gangwal was the Chairman, President and Chief Executive Officer of Worldspan Technologies, Inc., a provider of travel technology and information services to the travel and transportation industry. From 2002 to 2003, Mr. Gangwal was involved in various personal business endeavors, including private equity projects and consulting projects. He was the President and Chief Executive Officer of US Airways Group, Inc., the parent corporation for US Airways' mainline jet and express divisions as well as several related companies, from 1998 until his resignation in 2001. Mr. Gangwal was also the President and Chief Executive Officer of US Airways, Inc., the main operating arm of US Airways Group, from 1998 until his resignation. He was the President and Chief Operating Officer of US Airways Group, Inc., and US Airways, Inc., from 1996 to 1998. On August 11, 2002, US Airways Group, Inc., and its seven domestic subsidiaries, including its principal operating subsidiary, US Airways, Inc., filed voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Eastern District of Virginia. US Airways Group, Inc., and its subsidiaries emerged from bankruptcy protection under the First Amended Joint Plan of Reorganization of US Airways Group, Inc., and Affiliated Debtors and Debtors-in-Possession, as Modified, which became effective on March 31, 2003. Mr. Gangwal has been a director of PetSmart, Inc., a specialty retailer of pet products and services, since 2005 and a director of CarMax, Inc., a retailer of used cars, since 2011.

Mr. Gangwal has an exceptional depth of experience in commerce between businesses in the United States and internationally, with substantial experience in operations, technology, strategy, and finance. In addition to his experience as the President and Chief Executive Officer of a public company, his participation on our board and his role as a board member for other large or public companies, including two large, public retailers, led the board to conclude that he should again be nominated as a director.

**William J. Montgoris**, 65, joined our board of directors in 2007. Mr. Montgoris was the Chief Operating Officer of The Bear Stearns Companies Inc., a leading global investment banking, securities trading and brokerage firm, from 1993 until his retirement in 1999. Prior to holding this position, he served Bear Stearns as its Chief Financial Officer from 1987 to 1993 and as a Senior Managing Director from 1985 to 1987. Mr. Montgoris currently serves on the Board of Trustees of Hackensack Medical Center and Colby College. In addition, he has been a director of Carters, Inc., a branded marketer of apparel for babies and children, since 2007 and Stage Stores, Inc., a specialty department store retailer, since 2004. Mr. Montgoris has been the independent Chairman of the Board at Stage Stores, Inc. since 2009. Mr. Montgoris served on the Board of Trustees of The Reserve Funds, a family of money market mutual funds, from 2007 to 2009, and since 2009, has served as a consultant to the independent trustees of The Reserve Funds.

Mr. Montgoris' prior leadership experience in commerce between businesses, reflected in his summary, as well as his financial and accounting expertise and experience in corporate finance, his participation on our board and his experience as a board member for several other public companies, including as chairman of a large public retailer, led the board to conclude that he should again be nominated as a director.

**V. James Marino**, 61, joined our board of directors on October 19, 2011. From 2006 until his retirement in May 2011, Mr. Marino was President and Chief Executive Officer of Alberto-Culver Company, a personal care products company. Prior to holding that position, Mr. Marino served as President of Alberto-Culver Consumer Products Worldwide from 2004 to November 2006 and as President of Alberto Personal Care Worldwide, a division of Alberto-Culver Company, from 2002 to 2004. Mr. Marino has been a member of the board of directors of PVH Corp., a leading apparel company, since 2007. He was also a member of the board of directors of Alberto-Culver Company from 2006 to 2011.

Mr. Marino has substantial prior leadership experience in commerce between businesses, both in the United States and internationally. In addition to his experience as the President and Chief Executive Officer of a public company, his participation on our board and his role as a board member for other consumer products public companies led the board to conclude that he should be nominated to continue as a director.

**Francesca Ruiz de Luzuriaga**, 57, joined our board of directors in 1998. From 1999 to 2000, Ms. Luzuriaga served as the Chief Operating Officer of Mattel Interactive, a business unit of Mattel, Inc., one of the major toy manufacturers in the world. Prior to holding this position, she served Mattel as its Executive Vice President, Worldwide Business Planning and Resources, from 1997 to 1999 and as its Chief Financial Officer from 1995 to 1997. Since leaving Mattel in 2000, Ms. Luzuriaga has been working as an independent business development consultant. From 2002 until 2005, she was also a director of Provident Financial Corporation. Since January 2012, she has been a director of SCAN Health Plan, a not-for-profit Medicare Advantage health plan.

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Ms. Luzuriaga has substantial prior leadership experience in commerce between businesses, both in the United States and internationally, with experience in operations and strategy. This experience, together with her financial expertise and experience in corporate finance, her participation on our board and her experience as a board member for other public companies, led the board to conclude that she should again be nominated as a director.

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**Ravichandra ( Ravi ) K. Saligram**, 55, joined our board of directors on November 8, 2010, the effective date of his election as Chief Executive Officer and President of the Company. Until his election as Chief Executive Officer and President of the Company, Mr. Saligram had been Executive Vice President, ARAMARK Corporation ( ARAMARK ), a global professional services company, since November 2006, President, ARAMARK International since June 2003, and ARAMARK S Chief Globalization Officer since June 2009. Mr. Saligram held the position of Senior Vice President, ARAMARK from November 2004 until November 2006. From 1994 until 2002, Mr. Saligram served in various capacities for the InterContinental Hotels Group, a global hospitality company, including as President of Brands & Franchise, North America; Chief Marketing Officer & Managing Director, Global Strategy; President, International; and President, Asia Pacific. Earlier in his career, Mr. Saligram held various general and brand management positions with S. C. Johnson & Son, Inc. in the United States and overseas. Since 2006, he has been a director of Church & Dwight Co., Inc., a consumer and specialty products company.

Mr. Saligram s prior leadership experience in commerce between businesses, including his experience building businesses and brands in various industries and across the globe, reflected in his summary, as well as his experience as a board member for another public company, led the board to conclude that he should be nominated as a director.

**David M. Szymanski**, 55, joined our board of directors in 2004. Dr. Szymanski became the Dean of the University of Cincinnati College of Business in 2010. Prior to that, Dr. Szymanski was a Professor of Marketing at Texas A&M University, where he had served since 1987. Dr. Szymanski served as the Director of the Center for Retailing Studies at Texas A&M University from 2000 to 2006. From 2004 until 2010, Dr. Szymanski was a director of Zale Corporation, a specialty retailer of fine jewelry.

Dr. Szymanski has held significant leadership positions in major universities. His great depth of knowledge regarding all aspects of the retail industry arising from his academic focus, as well as his participation on our board and his experience as a board member for another public company, led the board to conclude that he should again be nominated as a director.

None of the companies named in these biographies as current or previous employers of the nominees are affiliated with the Company.

***Director Independence***

The board has determined that, except for Mr. Saligram, the nominees for election as directors are, and all other members of the board in 2011 were, independent within the meaning of the rules of the NYSE.

For a director to be considered independent under the NYSE rules, our board must determine that he or she does not have any material relationship with OfficeMax. To assist in making this determination, our board adopted the NYSE s independence standards. For purposes of these standards, an immediate family member includes a spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares the director s home.

The board will presume a director is independent if, during the last three years, he or she has **not**:

Been an OfficeMax employee or an immediate family member of an executive officer of OfficeMax, other than in the capacity as a former interim chairman, chief executive officer or other executive officer;

Been a partner or employee of a firm that is OfficeMax s internal or external auditor; had an immediate family member who was a partner of such a firm; or had an immediate family member who was an employee of such a firm and personally worked on the Company s audit;

Been employed (or had an immediate family member employed) as an executive officer by another company whose compensation committee included one or more current executives of OfficeMax;

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Received (or had an immediate family member who has received) more than \$120,000 per year in direct compensation from OfficeMax other than director and committee fees or pension or other deferred compensation for prior services; and

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Been an employee of, or had an immediate family member who was an executive officer of, a company that made payments to or received payments from OfficeMax for property or services, which, in any fiscal year, exceeded the greater of \$1 million or 2% of the other company's consolidated gross revenues.

In addition, our board will consider a director independent for purposes of serving on our Audit Committee only if he or she:

Has not accepted, directly or indirectly, any consulting, advisory, or other compensatory fees from OfficeMax, other than compensation for service as a director; and

Is not an affiliated person of OfficeMax or any of its subsidiaries, as that term is defined by the SEC.

Our board will review the independence of any director who has any other relationship with OfficeMax that is not covered by these standards. In particular, the board has considered the following relationships:

In 2011, a number of companies for which our directors also serve as officers or directors purchased office supplies from OfficeMax in the ordinary course of business. None of these purchases accounted individually for more than the greater of \$1 million or 2% of our revenues or the other company's revenues in 2011, and none of these purchases were material to our business or the other company's business. All of the transactions were entered into in the ordinary course of business and involved the purchase or provision of goods or services on a non-exclusive basis and at arm's-length negotiated rates. Our board has determined that these transactions are not material relationships under the NYSE's Corporate Governance Listing Standards and do not otherwise impair the independence of our directors.

## ***Related Transactions***

Our Governance and Nominating Committee is required by its charter to review all related person transactions required to be disclosed by SEC rules on an ongoing basis, and all such transactions must be approved or ratified by the committee. In conducting its review, the Governance and Nominating Committee's charter states that the committee will consider the following factors: the nature of the related person's interest in the transaction; whether the transaction involves standard prices, rates or charges or is otherwise on terms consistent with arm's-length dealings with unrelated third parties; the materiality of the transaction to each party; the reasons for the Company entering into the transaction with the related person (such as the absence of a similarly qualified unrelated party); whether the transaction might affect the status of a director as independent under the independence standards of the NYSE; and any other factors the committee may deem relevant with respect to the particular transaction. Any member of the Governance and Nominating Committee who is a related person with respect to a transaction is recused from the review of the transaction.

***Our board of directors unanimously recommends a vote FOR the election of  
the board's nominees identified above.***

## **Director Compensation**

The following table presents compensation information for the independent members of the board of directors during the fiscal year ended December 31, 2011: Ms. Dorrit J. Bern and Ms. Francesca Ruiz de Luzuriaga and Messrs. Warren F. Bryant, Joseph M. DePinto, Rakesh Gangwal, V. James Marino, William J. Montgoris and David M. Szymanski. Compensation for Mr. Ravi K. Saligram, our President and Chief Executive Officer is set forth in the Summary Compensation Table on page 49. Mr. Saligram did not receive compensation for service as a director in 2011.

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**DIRECTOR COMPENSATION**  
**FOR FISCAL YEAR ENDED DECEMBER 31, 2011**

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$) (3)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$ (4)	Total (\$)
(a)	(b)	(c)	(f)	(h)
Dorrit J. Bern (1)	\$ 20,750	\$		\$ 20,750
Warren F. Bryant	\$ 94,000	\$ 99,998	\$ 2,015	\$ 196,013
Joseph M. DePinto	\$ 73,000(2)	\$ 99,998		\$ 172,998
Rakesh Gangwal	\$ 212,000(2)	\$ 99,998		\$ 311,998
V. James Marino	\$ 19,117	\$ 74,995		\$ 94,112
William J. Montgoris	\$ 81,000	\$ 99,998		\$ 180,998
Francesca Ruiz de Luzuriaga	\$ 117,000	\$ 99,998	\$ 833	\$ 217,831
David M. Szymanski	\$ 110,000	\$ 99,998		\$ 209,998

- (1) Ms. Bern served as a director until our annual shareholder meeting held on April 13, 2011. She did not receive any RSUs or other stock-based compensation during 2011.
- (2) Messrs. DePinto and Gangwal elected to receive a percentage of their cash fees in the form of RSUs pursuant to the 2003 OfficeMax Incentive and Performance Plan ( OMIPP ). For each director, the number of RSUs issued in lieu of fees was determined by dividing the amount of cash fees foregone by \$4.54, the closing price of our common stock as reported on the consolidated tape of the NYSE on December 30, 2011, the last trading day prior to December 31, 2011. Mr. DePinto was issued 8,039 RSUs in lieu of \$36,497 in fees and Mr. Gangwal was issued 46,696 RSUs in lieu of \$212,000 in fees. The difference between the fees foregone and the value of the RSUs issued was paid in cash in lieu of issuing fractional RSUs, unless the difference was a de minimis amount, in which case the difference was forfeited.
- (3) The figures in this column represent the aggregate grant date fair value of the annual equity award in the form of RSUs awarded to our directors. Each non-employee director other than Ms. Bern and Mr. Marino was granted 13,736 RSUs under the OMIPP on July 27, 2011, based on an award value of \$100,000 and the closing price of our common stock on that date. These RSUs vested on January 27, 2012, and are payable in common stock six months following a director's date of termination of board service for any reason. Mr. Marino was granted 14,880 RSUs under the OMIPP on October 19, 2011, the date of his appointment as a director. The value of Mr. Marino's grant was pro-rated based on the number of months he will serve during the one-year period beginning July, 2011, and the number of RSUs granted to Mr. Marino was based on the closing price of our common stock on the date of his grant. These RSUs will vest on April 19, 2012. See Note 13. Shareholders' Equity Share-Based Payments of the Notes to Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2011, for a discussion of the assumptions used by the Company to calculate grant date fair value.

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As of December 31, 2011, the directors had the following outstanding option and stock awards. As of January 27, 2012, all vesting requirements were met with respect to these outstanding securities, except for Mr. Marino's RSUs, which will vest on April 19, 2012:

Name	Outstanding Option Awards (a)	Outstanding Stock Awards (b)
Dorrit J. Bern		
Warren F. Bryant		40,908
Joseph M. DePinto		38,307
Rakesh Gangwal	5,500	40,908
V. James Marino		14,880
William J. Montgoris		36,956
Francesca Ruiz de Luzuriaga	5,500	40,908
David M. Szymanski		41,238

(a) This column does not include options elected to be received by a director in lieu of cash fees.

(b) This column does not include RSUs elected to be received by a director in lieu of cash fees.

(4) The figures in this column represent above market interest earned by directors who had balances in the Director Deferred Compensation Plan.

**Description of Director Compensation**

Our current board members, except Mr. Saligram, receive compensation for board service. In 2011, that compensation included:

<b>Annual Director Retainer:</b>	\$51,000
<b>Attendance Fees:</b>	\$2,000 for each board meeting
	\$1,000 for each committee meeting
	Expenses related to attendance
<b>Equity-Based Compensation Award:</b>	\$100,000 annually

In addition to the compensation described above, the chair of each committee of the board receives the following additional annual retainer.

Committee	2011 Committee Chair Retainer	Chairman
Audit	\$ 30,000	Ms. Ruiz de Luzuriaga
Executive Compensation	\$ 20,000	Dr. Szymanski
Governance and Nominating	\$ 10,000	Mr. Bryant

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Outside Directors (1)	\$	30,000	Mr. Gangwal
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- (1) The Lead Director (Chairman of the Committee of Outside Directors) receives an annual retainer of \$30,000 if there is no independent Chairman of the Board. Since November, 2010, Mr. Gangwal has served as the independent Chairman of the Board, for which he receives an annual retainer of \$125,000. This retainer replaces the Lead Director retainer and is paid in addition to Mr. Gangwal's annual director retainer, attendance fees and equity award.



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For 2011, the Governance and Nominating Committee of the board reviewed the compensation received by our directors against the compensation received by directors of the 2011 peer group companies listed under Peer Group on page 28 and determined that the equity-based compensation award should be increased from \$75,000 to \$100,000. This was the first increase in general board compensation since 2007 and it was instituted to bring our board equity compensation to a median value when compared to our peers. No other changes in the compensation of board members were recommended for board approval for 2011. The Governance and Nominating Committee has not recommended any changes in the compensation of board members for 2012.

### ***2003 OfficeMax Incentive and Performance Plan***

Through our stockholder-approved OMIPP, each non-employee director annually receives a form of long-term equity compensation approved by our Governance and Nominating Committee and Executive Compensation Committee. As referenced above for 2011, each eligible non-employee director was to receive a grant of restricted stock units ( RSUs ) with a target value of \$100,000. On July 27, 2011, the grant date of all RSUs to all directors other than Mr. Marino, the Company's closing stock price was \$7.28, which resulted in an actual grant of RSUs with a fair market value of \$99,998 because fractional RSUs are not issued. Mr. Marino received a pro-rated portion of the regular award on his election date, October 19, 2011. On that date, the Company's closing stock price was \$5.04, which resulted in an actual grant of RSUs with a fair market value of \$74,995. He received a pro-rated portion of the regular annual equity award because of the date of his appointment. The RSUs vested or will vest six months after the date of grant (or immediately upon death or total and permanent disability) and are payable six months following the date of a director's termination of board service for any reason. RSUs are paid in shares of our common stock. Directors holding RSUs are not entitled to any voting rights with respect to the RSUs, but are entitled to receive notional dividends on the RSUs, if dividends are declared. These notional dividends are accumulated and paid in cash at the time the RSUs are paid.

### ***Additional Director Compensation Plans***

Our non-employee directors may choose to receive their cash compensation (meeting and retainer fees) in any one or more of the following three ways:

Cash;

Cash deposited in the Director Deferred Compensation Plan; and/or

RSUs (awarded through the OMIPP).

Non-employee directors must specify by December 31 of each year how much of their cash compensation for the following year they wish to receive in each available payment form.

### ***Director Deferred Compensation Plan***

Our Director Deferred Compensation Plan allows each non-employee director to defer all or a portion of the cash compensation he or she receives for services as a director. Non-employee directors may defer from a minimum of \$5,000 to a maximum of 100% of their cash compensation in a calendar year. Amounts deferred under this plan are credited with interest at a rate equal to 130% of Moody's Composite Average of Yields on Corporate Bonds. Participants elect the form and timing of distributions of their deferred compensation balances under this plan at the time the decision to defer compensation under the plan is made. Participants will receive payment in cash, in a lump sum or in annual installments, following the termination of their service on the board. In the event of a change in control of the Company, as defined in the plan, a trust may pay our obligations under the Director Deferred Compensation Plan. For more information on this trust, see Deferred Compensation beginning on page 58. None of the eight eligible non-employee directors participated in the plan in 2011 and none of the seven eligible non-employee directors have elected to participate in the plan in 2012.

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***Restricted Stock Units in Lieu of Cash Compensation (Awarded through the OMIPP)***

Through our stockholder approved OMIPP, non-employee directors can elect to receive RSUs in lieu of part or all of their cash compensation. Under this plan, RSUs are granted to participating directors on the last trading day of each calendar year. The number of RSUs granted to a participating director is determined by dividing the amount of cash compensation he or she elected to receive in RSUs by the closing price of our common stock as reported on the consolidated tape of the NYSE on the last trading day of the calendar year. The RSUs are payable immediately after termination of a participating director's service on the board in shares of our common stock. Directors holding RSUs are not entitled to any voting rights with respect to the RSUs, but are entitled to receive notional dividends on the RSUs, if dividends are declared. The notional dividends are accumulated and paid in cash when the RSUs are paid. Two of the eight eligible directors, Messrs. DePinto and Gangwal, elected to receive RSUs in lieu of all or a portion of their cash compensation in 2011 and two of the seven eligible directors, Messrs. DePinto and Gangwal, have elected to receive RSUs in lieu of all or a portion of their cash compensation in 2012.

***Director Stock Ownership Guidelines***

In 2005, the Governance and Nominating Committee established stock ownership guidelines for directors. These guidelines are intended to increase the directors' stake in the Company and more closely align their interests with those of the OfficeMax stockholders. These guidelines provide that over a four-year period (beginning at inception of the guidelines or upon election to the board) directors should acquire and maintain stock ownership equal to three times the annual cash retainer amount. The amount of stock required to be held will adjust whenever the retainer for directors is adjusted. All shares of stock owned outright by a director, unvested restricted stock and stock options with an exercise price of \$2.50 per share issued under former director stock plans are taken into consideration in determining whether a director has met these guidelines. In April each year, the Governance and Nominating Committee of the board of directors reviews the progress of each director towards achievement of the guidelines. The committee will apply OfficeMax's stock price on March 31 to each director's securities on that date to determine each director's level of compliance with the guidelines. Stock options will be valued at the excess of the market price of the underlying stock over the exercise price. Once a director has met these guidelines, he or she shall be deemed to continue to meet the guidelines and shall be exempt from review in future periods until such director reduces the number of securities he or she holds. Once a director reduces his or her holdings, such director will be subject to review each successive April for compliance with the guidelines. All of our directors were in compliance with the guidelines as of April, 2011.

In addition to the stock ownership guidelines, OfficeMax requires that directors hold all of the RSUs received under the directors' compensation program until termination of board service. For all RSUs other than those received in lieu of cash compensation, there is an additional six-month holding period following termination of board service. This mandatory hold policy serves to reinforce the Stock Ownership Guidelines and is intended to ensure that director ownership of OfficeMax common stock increases over time.

**Table of Contents****Meetings of the Board**

During 2011, our board of directors met 12 times. In addition to meetings of the full board, directors also attended meetings of board committees. Overall, our directors had an attendance rate of over 93%. All of the directors attended at least 75% of the meetings of the board and the committees on which they served. While we do not have a formal policy requiring them to do so, we encourage our directors to attend our annual meeting. All of our directors attended our 2011 annual meeting of stockholders except for Ms. Bern, who did not stand for re-election.

The standing committees of the board of directors, with the membership indicated, are set forth in the table below. Mr. Saligram, as the only director who is not independent, does not serve on any committee of the board.

**The Board of Directors and Committee Membership**

<b>Director</b>	<b>Committee of Outside Directors</b>	<b>Executive Compensation Committee</b>	<b>Audit Committee</b>	<b>Governance and Nominating Committee</b>
Warren F. Bryant *	X		X	X (C)
Joseph M. DePinto *	X	X	X	
Rakesh Gangwal *	X(C)	X		X
V. James Marino *	X	X		X
William J. Montgoris *	X	X	X	
Francesca Ruiz de Luzuriaga *	X		X(C)	X
Ravi K. Saligram				
David M. Szymanski *	X	X(C)	X	
2011 Meetings	1	8	8	15

(\*) Independent director within the definition used by the NYSE.

(C) Committee Chair.

**Committee of Outside Directors and Lead Director**

The Committee of Outside Directors is comprised solely of our independent directors and meets outside the presence of any management director. The Committee of Outside Directors reviews and evaluates our chief executive officer's performance against his goals and strategies. The Committee of Outside Directors meets at least twice each year either formally or an ad hoc basis as part of regularly scheduled board meetings.

The chair of our Committee of Outside Directors acts as the lead independent director ( Lead Director ) for our board. When the Company has an independent, non-executive Chairman, as it currently does, the Chairman fulfills the duties of the Lead Director. The duties are:

Convening and presiding at all meetings of the board, including executive sessions of the independent directors;

Coordinating the activities of our independent directors;

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Facilitating communications between the president and chief executive officer and other board members;

Reviewing meeting agendas and schedules, as well as board materials, prior to board meetings;

Assuring that appropriate topics are being discussed with sufficient time allocated for each; and

Reviewing the results of the president and chief executive officer's performance evaluation with the president and chief executive officer and with the chair of the Executive Compensation Committee.

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The chairs of our other board committees are consulted, as needed, to avoid any dilution of their authority or responsibility.

You may contact our independent directors in the manner set forth under Communications with Directors on page 20.

### **Executive Committee**

In accordance with our Bylaws, the Executive Committee has and may exercise all powers the board may legally delegate. The committee is convened when circumstances do not allow the time, or when it is otherwise not practicable, for the entire board to meet. The committee consists of the Chairman of the Board and the chairs of the Audit Committee, Executive Compensation Committee, Governance and Nominating Committee and the Committee of Outside Directors. In 2011, the Executive Committee did not meet.

### **Governance and Nominating Committee**

The Governance and Nominating Committee, comprised entirely of directors meeting the independence requirements of the NYSE, is responsible for the following pursuant to its charter:

Assisting the board in identifying and recommending qualified individuals for board membership;

Recommending nominees for election at the annual meeting of stockholders;

Reviewing the continued appropriateness of a director's board membership upon a change in the circumstances of a director and recommending to the board whether the director's resignation should be accepted or rejected;

Reviewing the board's committee structure and recommending the composition of each committee;

Developing our corporate governance guidelines;

Annually reviewing director compensation and benefits;

Recommending responses to stockholder proposals;

Overseeing the process of evaluation of our senior management, except our president and chief executive officer;

Reviewing related person transactions;

Developing and recommending to the board an annual self-evaluation process of the board and its committees; and

Receiving reports regarding the Company's compliance with new material corporate governance requirements established by the NYSE and the SEC or other applicable entities.

***Qualifications for Directors***

The Governance and Nominating Committee and the board have established qualifications for directors, including the ability to apply good and independent judgment in a business situation and the ability to represent the interests of all our stockholders and constituencies. A director also must be free from any conflicts of interest that would interfere with his or her loyalty to our stockholders and us. In evaluating board candidates, the Governance and Nominating Committee considers these qualifications as well as several other factors, including but not limited to:

Demonstrated maturity and experience;

Geographic balance;

Expertise in business areas relevant to OfficeMax;

Background as an educator in business, economics, or the sciences; and

Diversity.

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The Governance and Nominating Committee believes board diversity is an expansive attribute that includes differing points of view, professional experience and expertise and education, as well as more traditional diversity concepts. The board annually reviews its own composition during its evaluation by asking its members to indicate whether the board has the right mix of competencies, skills, experience and backgrounds.

The Governance and Nominating Committee identifies nominees by first evaluating the current members of the board willing to continue in service. Current members of the board with skills and experience relevant to our business and who are willing to continue in service are considered for re-nomination. If any member of the board does not wish to continue in service or if the Governance and Nominating Committee decides not to nominate a member for re-election, the committee will review the desired skills and experience of a new nominee in light of the criteria set forth above or may choose to recommend a reduction in the number of board members. Given the significant time demands and responsibilities of serving on a public company board, our directors may not serve on more than four public-company boards in addition to our board.

The Governance and Nominating Committee relies on management and director recommendations and the use of third party search firms when identifying potential board candidates. The Governance and Nominating Committee does not have a written policy regarding stockholder nominations for directors. In accordance with our Bylaws, however, the committee will consider stockholder nominations for directors (see *Stockholder Nominations for Directors* beginning on page 72). OfficeMax has not received any stockholder nominations or recommendations for director in connection with our 2012 annual meeting.

Mr. V. James Marino, who was appointed by the board as a new director in October, 2011, upon the recommendation of the Governance and Nominating Committee, is standing for election for the first time at the 2012 annual meeting. He was first identified to the Governance and Nominating Committee by a third party search firm retained by the Company to identify potential board candidates and provide information to assist in the evaluation of possible nominees.

## ***Governance Guidelines and Committee Charters***

We maintain a corporate governance page on our website that includes our Corporate Governance Guidelines, Code of Ethics and charters for our Audit, Executive Compensation and Governance and Nominating Committees, as well as our Committee of Outside Directors. The corporate governance page can be found at [investor.officemax.com](http://investor.officemax.com) by clicking on Corporate Governance. You also may obtain copies of these materials by contacting our Investor Relations Department at 263 Shuman Boulevard, Naperville, Illinois 60563, email: [investor@officemax.com](mailto:investor@officemax.com), or telephone: 630-864-6800.

Our policies and practices reflect corporate governance standards that comply with the NYSE listing requirements and the corporate governance requirements of the Sarbanes-Oxley Act, including:

Our board of directors adopted clear corporate governance policies, including standards for determining director independence;

With the exception of Mr. Saligram, our President and Chief Executive Officer, OfficeMax's board has determined that all of our directors meet the independence requirements of the NYSE;

All members of our Audit, Executive Compensation and Governance and Nominating Committees are independent;

Our board committee charters clearly establish their respective roles and responsibilities;

Our non-management directors meet at least twice a year without management present, under the direction of our independent chairman;

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We have a Code of Ethics that applies to all OfficeMax directors, officers and associates and to any company that we own or manage;

Our internal audit function maintains critical oversight over the key areas of our business, financial processes, and controls, and reports regularly to the Audit Committee;

We have a toll-free reporting service available that permits employees to report violations of our Code of Ethics or other issues of significant concern on a confidential basis; and

Callers on our toll-free reporting service may request that an issue be reported to the Audit Committee.



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### ***Communications with Directors***

Stockholders and other interested parties may send correspondence to our board of directors or to any individual director through the following address: OfficeMax Incorporated, *Attention* Corporate Secretary, 263 Shuman Boulevard, Naperville, Illinois 60563. You also may correspond with our directors by email at *boardofdirectors@officemax.com*. We will forward all communications to the person(s) to whom they are addressed. All correspondence will also be referred to our independent chairman. While we do not screen these communications, copies also will be forwarded to our general counsel and our corporate secretary. You can direct concerns about accounting controls or auditing matters to the chair of the Audit Committee at the same address. We also have a telephone tipline staffed by a live operator from an independent third party company 24 hours a day, seven days a week. Calls are free and confidential and may be made anonymously. You may request that your concern or issue be forwarded to the Audit Committee. The tipline number is 1-800-241-5689.

## **Board Leadership Structure and Oversight of Risk**

### ***Board Leadership Structure***

Under our bylaws, our directors have the discretion to combine or separate the positions of chairman and chief executive officer as they deem appropriate in light of our current circumstances. In 2010, in connection with the retirement of our previous chairman and chief executive officer, the board decided to separate the positions. Our current Chairman, Rakesh Gangwal, is an independent director who has been on the board since 1998. Mr. Gangwal is also our Lead Director, and has held that role since 2008. Ravi Saligram, our President and Chief Executive Officer, joined the Company and our board in November, 2010. This separation of roles allows our president and chief executive officer to focus his efforts on managing the Company while the independent chairman coordinates the board's activities. The separation of roles notwithstanding, we believe it is important that the president and chief executive officer and the independent chairman work together to ensure the board is fully advised of important issues, trends and business developments. To that end, the flow of information between management and the board is frequent, timely and substantive.

### ***Board Oversight of Risk***

The Audit Committee of the board administers its risk oversight function. The committee's charter states that one of its duties is to discuss with management and the independent registered public accounting firm, as appropriate, OfficeMax's risk assessment and risk management policies, including OfficeMax's major financial risk exposure and steps taken by management to monitor and mitigate such exposure. Under the direction of the Audit Committee, the Company's general counsel (who also serves as the Company's chief compliance officer) oversees corporate compliance activities. Such activities include training, maintenance of a tipline and participation in investigations. In addition, the office of corporate compliance maintains a list of enterprise risks that it believes are material to the Company and a plan and person responsible for monitoring and mitigation of each such risk. The Audit Committee receives an annual report from the general counsel ranking the enterprise risks and describing the status of mitigation activities. The board also receives a report at each meeting that describes compliance risks. The Company's internal audit services group and loss prevention group are also involved in the management of risk.

Under its charter, the internal audit services group is tasked with determining whether the Company's risk management, control, governance and operational processes are adequate and operating effectively. The internal audit services group also assists the Company in identifying and evaluating the Company's risk exposures and related controls. Subject to limited exceptions, the internal audit services personnel have unrestricted access to all functions, records, property and personnel of the Company. To provide for the independence of internal audit services, internal audit personnel report to the chief audit executive, who reports functionally to the Audit Committee of the board and has unrestricted access to the board. The chief audit executive reports administratively to Mr. Besanko, the Executive Vice President, Chief Financial Officer and Chief Administrative Officer. The chief audit executive includes, as part of her regular reports to the Audit Committee, an assessment of the controls in the process or area being reviewed.

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The loss prevention group is tasked with managing various security risks to the Company including facility access and security and product shrinkage and theft. The loss prevention personnel report to the vice-president of loss prevention, who reports administratively to Mr. Besanko and has unrestricted access to the Audit Committee of the board. The vice-president of loss prevention will include, as part of his or her reports to the Audit Committee, a regular report on the activities of loss prevention.

## **Audit Committee Report**

The Audit Committee of the board of directors oversees our accounting and financial reporting processes, audits of OfficeMax's financial statements, the system of internal controls established by management related to accounting, financial reporting, disclosure and ethics and the integrity of OfficeMax's financial statements. The Audit Committee also assists the board in the oversight of OfficeMax's compliance with legal and regulatory requirements; the evaluation of the independence, performance and qualifications of the independent public accounting firm; and the performance of OfficeMax's internal audit function. It is comprised entirely of independent directors as required by the NYSE listing standards and by its own written charter. All of the Audit Committee members are financially literate, and the chairman of the committee is an audit committee financial expert as defined by the SEC. See Board of Directors on page 9 for a description of the experience of each Audit Committee member.

The Audit Committee, formed in 1969, has had a charter since 1973. The Audit Committee periodically reviews and updates that charter based on changes in its responsibilities and changes in SEC regulations or NYSE listing standards.

## ***Audit Committee Responsibilities***

The Audit Committee's responsibilities include:

Discussing with management and the independent registered public accounting firm OfficeMax's annual audited financial statements and unaudited quarterly financial statements, including matters required for review under applicable legal, regulatory, or NYSE requirements, and recommending to the board whether the annual audited financial statements should be included in OfficeMax's Annual Report on Form 10-K;

Discussing with management and the independent registered public accounting firm, as appropriate, earnings press releases, analyst and rating agency guidance and other financial information provided to the public;

Recommending, for stockholder approval, the independent registered public accounting firm to examine OfficeMax's accounts, controls and financial statements and considering whether there should be rotation of the auditor. The Audit Committee has the sole authority and responsibility to select, terminate and determine the compensation of the independent registered public accounting firm. The independent registered public accounting firm reports directly to the Audit Committee and the Audit Committee is directly responsible for oversight of the work of the independent registered public accounting firm, including resolution of disagreements between Company management and the independent registered public accounting firm regarding financial reporting. The Audit Committee annually considers any partner rotation requirements. The Audit Committee meets with the independent auditor annually prior to the audit to discuss and review the scope, planning and staffing of the audit. The Audit Committee or an authorized Committee member pre-approves any audit and permitted nonaudit service provided to the company by the company's independent auditor;

Discussing with management and the independent registered public accounting firm, as appropriate, any audit problems or difficulties and management's response, as well as OfficeMax's risk assessment and risk management policies, including OfficeMax's major financial risk exposure and steps taken by management to monitor and mitigate such exposure;

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Reviewing, with the independent registered public accounting firm and management, OfficeMax's financial reporting, accounting standards and principles and critical accounting policies and practices; significant changes in those standards, principles, policies or practices or in their application; the key

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accounting decisions affecting OfficeMax's financial statements, including alternatives to, and the rationale for, the decisions made and the treatment preferred by the independent auditor; the information required to be disclosed to the company by its independent auditors and other material written communications between the independent auditor and management; and the effect of regulatory and accounting initiatives, as well as proposed off-balance-sheet structures, on the financial statements of the company;

Reviewing and approving, if required, the following periodically with respect to the internal corporate audit staff function: (i) purpose, authority, and organizational reporting lines, (ii) the appointment, replacement, reassignment or dismissal of the senior internal audit executive, (iii) annual audit plan, budget, and staffing, (iv) internal audit charter, (v) reports on completed audits, including management response and status of audits in process and planned, (vi) any significant difficulties, disagreements with management, or scope restrictions encountered in the course of the functions' work; and (vii) reports of any material irregularities encountered in the course of the functions' work or fraud regarding unauthorized access to company assets;

Reviewing, with the chief financial officer, the controller, the senior internal audit executive, or such others as the Audit Committee deems appropriate, (i) the company's internal system of audit, financial, and disclosure controls; (ii) the scope of the internal and independent auditors' review of internal control over financial reporting and obtaining reports on significant findings and recommendations, together with management responses; and (iii) major issues as to the adequacy of the company's internal controls and any special audit steps adopted in light of any significant deficiencies identified;

Obtaining and reviewing at least annually a written report from the independent registered public accounting firm delineating: the accounting firm's internal quality control procedures; and any material issues raised within the preceding five years by the accounting firm's internal quality-control review, by peer reviews of the firm, or by any governmental or other inquiry or investigation relating to any audit conducted by the firm. The Audit Committee also reviews steps taken by the accounting firm to address any findings in any of the foregoing reviews;

Assessing the external auditor's independence and the absence of conflicts of interest, by reviewing at least annually all relationships between the independent registered public accounting firm and OfficeMax;

Preparing and publishing an annual committee report in OfficeMax's proxy statement;

Setting policies for hiring employees or former employees of OfficeMax's independent registered public accounting firm;

Overseeing the Company's ethics and compliance program by ensuring the board receives periodic reports on compliance matters and, at least annually, meeting independently with the chief compliance officer and/or the director of corporate compliance to review the ethics and compliance program and its effectiveness. In addition, the Audit Committee reviews any significant recommendations from the Company's independent registered public accountant and internal auditors concerning ethics and compliance. Both the chief compliance officer and the director of corporate compliance have direct access to the Committee to report any matter that, in their discretion, should be brought to the attention of the Committee;

Reviewing and investigating matters pertaining to the integrity of management, including conflicts of interest or adherence to codes of ethics as required in OfficeMax's policies. In connection with these reviews, the Audit Committee will meet, as deemed appropriate, with the general counsel, chief compliance officer, director of corporate compliance and other OfficeMax officers and employees;

Establishing procedures concerning the submission, receipt, retention and treatment of complaints and concerns regarding accounting, internal accounting controls, or audit matters;

Discussing with management and the independent auditors any correspondence between the company and regulators or governmental agencies and any associate complaints or published reports that raise material issues regarding the company's financial statements or accounting policies; and

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Receiving quarterly reports detailing all hedging activities and pre-approving hedging transactions or categories of hedging transactions if they constitute swaps under the Dodd-Frank Wall Street Reform and Consumer Protection Act.

### ***Audit, Audit-Related, and Other Nonaudit Services***

Consistent with SEC policies regarding auditor independence, the Audit Committee has responsibility for appointing, setting compensation and overseeing the work of KPMG LLP. In recognition of this responsibility, the Audit Committee has established a policy to pre-approve all audit and permissible nonaudit services provided by KPMG LLP.

Prior to engagement of KPMG LLP for the next year's audit, management or KPMG LLP will submit to the Audit Committee for approval a list of services expected to be rendered during that year within each of four categories of services and related fees.

***Audit services*** include audit work performed on the financial statements and internal control over financial reporting, as well as work that generally only KPMG LLP can reasonably be expected to provide, including comfort letters, statutory audits and discussions surrounding the proper application of financial accounting and/or reporting standards.

***Audit-Related*** services are for assurance and related services that are traditionally performed by KPMG LLP, including employee benefit plan audits and special procedures required to meet certain regulatory requirements.

***Tax*** services include all services performed by KPMG LLP's tax personnel except those services specifically related to the audit of the financial statements, including tax analysis, assisting with the coordination of tax-related activities, supporting other tax-related regulatory requirements and tax compliance and reporting.

***All Other*** services are those services not captured in the audit, audit-related or tax categories. OfficeMax generally does not request such services from KPMG LLP.

Prior to engagement, the Audit Committee considers whether proposed services would impair KPMG LLP's independence before approving any services within each category.

During the year, circumstances may arise when it becomes necessary to engage KPMG LLP for additional services not contemplated in the original pre-approval categories. In those instances, the Audit Committee requires specific pre-approval before engaging KPMG LLP. To ensure prompt handling of unexpected matters, the Audit Committee has delegated the authority to amend or modify the list of approved permissible audit and nonaudit services and fees to its chair. For informational purposes only, the chair or KPMG reports any action taken pursuant to this authority at the next Audit Committee meeting. The Audit Committee believes this approach results in an effective procedure to pre-approve services to be performed by KPMG LLP.

OfficeMax did not use KPMG LLP for any of the following nonaudit services in 2011:

Bookkeeping or other services related to our accounting records or financial statements;

Financial information systems design and implementation;

Appraisal or valuation services, fairness opinions, or contribution-in-kind reports;

Actuarial services;

Internal audit outsourcing services;

Management functions or human resources;

Broker or dealer, investment adviser, or investment banking services; or

Legal services and expert services unrelated to the audit.

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Based on its review, the Audit Committee believes that KPMG LLP's provision of nonaudit services is compatible with maintaining its independence.

### ***Financial Statements Recommendation***

The Audit Committee is responsible for recommending to the board that OfficeMax's audited financial statements be included in its Annual Report on Form 10-K. The Audit Committee took a number of steps in making this recommendation for 2011, including discussing with KPMG LLP the:

Conduct of the audit, including information regarding the scope and results of the audit, as required by the Statement on Auditing Standards No. 61, Communication with Audit Committees;

Auditors' independence, including receipt of a letter from KPMG LLP regarding its independence, as required under the applicable requirements of the Public Company Accounting Oversight Board; and

Management's assessment of the effectiveness of internal control over financial reporting and KPMG LLP's audit of the effectiveness of internal controls over financial reporting.

As the final step in this procedure, the Audit Committee reviewed the OfficeMax audited consolidated balance sheet at December 31, 2011, and its audited consolidated statement of operations, cash flows and equity for the year ended December 31, 2011, and discussed them with KPMG LLP and management.

Based on the discussions with OfficeMax's management regarding the audited financial statements and with KPMG LLP regarding its audit and independence, the Audit Committee recommended to the board that these financial statements be included in OfficeMax's Annual Report on Form 10-K for the year ended December 31, 2011.

### ***Audit Committee of the Board of Directors***

Francesca Ruiz de Luzuriaga, Chair

Warren F. Bryant

Joseph M. DePinto

William J. Montgoris

David M. Szymanski

### **Executive Compensation Committee Interlocks and Insider Participation**

Ms. Bern and Messrs. Szymanski, DePinto, Gangwal, Marino and Montgoris served on our Executive Compensation Committee during some or all of the last completed fiscal year. None of the members of our Executive Compensation Committee is now or was previously an officer or employee of the Company and none of the members was party to a related party transaction in 2011. None of our executive officers serve as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving on our board of directors or our Executive Compensation Committee.



### **Executive Compensation Committee Report**

The Executive Compensation Committee of the board of directors (throughout this section, the committee ) operates under a written charter and is comprised entirely of directors meeting the independence requirements of the NYSE. The members of the committee are appointed by the board on the recommendation of the Governance and Nominating Committee and may be removed by the board in its discretion.

The board established the committee to discharge the board's responsibilities relating to compensation of the Company's president and chief executive officer and each of the Company's other elected officers. The elected officers of the Company consist of all officers with a title of senior vice president and above, which includes all named executive officers. The committee has overall responsibility for approving and evaluating all compensation plans, policies and benefit programs pertaining to the president and chief executive officer and other elected officers unless they are generally applicable to all company employees.

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***Committee Authority and Responsibilities***

The Executive Compensation Committee's responsibilities include:

The committee works with management to establish and periodically review the compensation philosophy and policies of the company for elected officers;

The committee reviews trends in management compensation, oversees the development of new compensation plans pertaining to the elected officers, and when necessary, approves the revision of existing plans;

The committee annually reviews and approves corporate goals and objectives relevant to president and chief executive officer compensation. Together with the board's Committee of Outside Directors (including the independent chairman and lead director), the committee annually evaluates the chief executive officer's performance in light of those goals and objectives and determines and approves the chief executive officer's overall compensation levels based on this evaluation;

The committee annually reviews and approves the annual base salaries and annual incentive opportunities of the Company's elected officers;

Periodically and when appropriate, the committee reviews and approves the following as they affect the president and chief executive officer and the Company's other elected officers:

All other incentive awards and opportunities including both cash-based and equity-based awards and opportunities;

Any employment agreements and severance arrangements;

Any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits; and

Any special or supplemental compensation and benefits;

The committee receives periodic reports on the status of outstanding incentive awards and opportunities granted to elected officers, including both cash-based and equity-based awards and opportunities;

The committee receives a report at least annually regarding the risks related to the Company's compensation plans and policies;

The committee receives periodic reports on the Company's compensation programs as they affect all employees;

The committee is responsible for producing a committee report for inclusion in the Company's proxy statement;

The committee reviews and discusses the Compensation Discussion and Analysis section of the proxy statement with management. Based on this review and discussion, the committee determines whether to recommend to the board that the section be included in the Company's Annual Report on Form 10-K or proxy statement;

The committee periodically reviews executive succession plans for business and staff organizations; and

The Committee receives reports regarding the Company's compliance with new material laws and regulations pertaining to elected officer compensation and benefits.

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***Committee Procedures***

In the performance of its duties, the Executive Compensation Committee may consult with other parties, including the following:

The committee has the sole authority to retain and terminate any compensation consultant to be used to assist it in its duties and has sole authority to approve the consultants' fees and the other terms and conditions of the consultants' retention. If the committee deems a consultant independent, the consultant shall report directly to the committee, unless otherwise directed by the committee, and may not act as an adviser or consultant to the Company without the committee's consent;

The committee also has authority to obtain advice and assistance from internal or external legal, accounting, or other advisors as it deems appropriate; and

The committee may form and delegate authority to subcommittees, but did not do so in 2011. The Executive Compensation Committee has reviewed and discussed the information appearing below under the heading "Compensation Discussion and Analysis," beginning on page 26, with management. Based on that review and discussion, the committee has recommended to the board of directors that the "Compensation Discussion and Analysis" section be included in this proxy statement.

***Executive Compensation Committee of the Board of Directors***

David M. Szymanski, Chair

Joseph M. DePinto

Rakesh Gangwal

V. James Marino

William J. Montgoris

**Executive Compensation**

***Compensation Discussion and Analysis***

***Overview***

The Company's named executive officers for 2011 are:

Ravichandra ( Ravi ) K. Saligram, President and Chief Executive Officer;

Bruce Besanko, Executive Vice President, Chief Financial Officer and Chief Administrative Officer;

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Matthew R. Broad, Executive Vice President, General Counsel;

Michael J. Lewis, Executive Vice President and President, Retail;

Reuben Slone, Executive Vice President, Supply Chain and General Manager, Services; and

Ryan T. Vero, former Executive Vice President and Chief Merchandising Officer.

### **Compensation Objectives**

The Executive Compensation Committee (referred to as the committee in the remainder of this section) and management base their executive compensation policies and decisions with respect to our elected officers on achievement of the following objectives:

Create alignment between executive compensation and business performance by rewarding elected officers for the achievement of strategic and tactical goals that are intended to contribute to long-term stockholder value;

Attract, motivate and retain elected officers who are vital to our short- and long-term success, profitability and growth; and

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Provide targeted overall compensation levels that are comparable and competitive to the national marketplace where we compete for talent.

In order to achieve these objectives, the committee and management have implemented a compensation program that consists of the following material components:

Base salary;

Annual performance-based incentive compensation; and

Long-term incentive compensation that is primarily performance-based.

We also provide certain other limited compensation and benefit plans, as well as modest perquisites. In designing the compensation programs, management and the committee placed a heavy emphasis on performance, and consequently, a substantial portion of each elected officer's total annual compensation is at-risk and tied to our annual and long-term financial performance, as well as to the enhancement of stockholder value.

We describe each of these components in more detail below, including their relationship to the objectives outlined above.

### ***Independent Consultant to the Executive Compensation Committee***

The committee has the authority under its charter to directly retain compensation consultants to assist the committee. In accordance with this authority, the committee engages Frederic W. Cook & Co. (referred to in the rest of this section as Cook) as its independent outside compensation consultant to advise it on matters related to president and chief executive officer and other executive compensation. The committee has the sole authority to retain and terminate Cook. Cook only interacts with management with the express permission of the committee. In its capacity as advisor to the committee, Cook is available to meet with the committee and management when requested and regularly attends committee meetings. The services provided to the committee by Cook in 2011 included: reviewing compensation proposals prepared by management; advising on the design of incentive plans, including the structure of the plans, the selection of performance metrics and the setting of performance goals, and the composition of the peer group for the compensation survey; advising on the maximum number of shares that can be authorized for issuance under the OMIPP; advising on the design of indirect elements of the total compensation program, such as change in control severance benefits, stock ownership policy and perquisites; reviewing management's assessment of risk arising from the Company's compensation programs; providing periodic updates on executive compensation regulatory developments, emerging trends and best practices with regard to compensation design and policy; assisting with preparation of the annual proxy statement and other matters related to disclosure of executive compensation; and reviewing an annual competitive analysis of compensation rates for the Company's elected officers.

### ***Management Consultant***

Historically, each year Mr. Besanko, the Executive Vice President, Chief Financial Officer and Chief Administrative Officer, together with the senior vice president of human resources, engaged consultants as needed in order to provide executive compensation recommendations, market data and calculations to management. Beginning with the appointment of an executive vice president, chief human resources officer in July, 2011, the executive vice president, chief human resources officer has fulfilled the function related to management's engagement of the consultants in place of Mr. Besanko. In 2011 and in 2012 management engaged The Hay Group (referred to in the rest of this section as Hay) to conduct a survey of compensation paid by a peer group of companies (referred to in the rest of this section as the compensation survey) to provide a market-based foundation for executive compensation decisions. The 2011 compensation survey described compensation paid in 2010 within the peer group and the 2012 compensation survey described compensation paid in 2011 within the peer group.

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***Peer Group***

The peer group for the compensation survey is reviewed and approved annually by the committee. Management, together with Hay, initially proposes a peer group of companies drawn from Hay's Retail Industry Total Remuneration Survey. The peer group is finalized after discussions with the committee chair, the committee and Cook.

The peer group includes competitors and leading retailers that have submitted their compensation data for the prior year to Hay. Because Hay's database is limited in the number of same-sized companies participating in the survey, companies that are smaller or larger than us are included in the peer group so that a reasonable number of companies is available for statistical analysis. The compensation data are then adjusted for company size to control for compensation differences that would arise from company size differences alone. The committee has approved the criteria set forth below to use in evaluating the companies to include in the peer group:

Peer competes with OfficeMax for business;

Peer has a similar business model to OfficeMax;

Peer competes with OfficeMax for talent;

Peer sets compensation trends in OfficeMax's hiring market; and

Peer has similar revenues to OfficeMax.

The 2011 peer group included the 25 companies listed below.

Ace Hardware Corporation	Gap Inc.
Advance Auto Parts, Inc.	Kohl's Corporation
AutoZone, Inc.	Limited Brands, Inc.
Big Lots, Inc.	Meijer, Inc.
The Bon-Ton Stores, Inc.	Michaels Stores, Inc.
Collective Brands (Payless ShoeSource)	Office Depot, Inc.
Dick's Sporting Goods, Inc.	PetSmart, Inc.
Dollar General Corporation	Ross Stores, Inc.
Dollar Tree Stores Inc.	Shopko Stores, Inc.
Family Dollar Stores, Inc.	Staples, Inc.
FedEx Corporation	TJX Companies, Inc.
Foot Locker, Inc.	Toys 'R Us, Inc.
	Williams Sonoma

The committee approved the following peer group for establishing 2012 compensation. Although the compensation data are adjusted for size, FedEx Corporation, Gap Inc., Kohl's Corporation and TJX Companies, Inc. were removed from the peer group for 2012 because they are significantly larger than the Company.

Ace Hardware Corporation	Foot Locker, Inc.
Advance Auto Parts, Inc.	Limited Brands, Inc.
AutoZone, Inc.	Meijer, Inc.
Big Lots, Inc.	Michaels Stores, Inc.

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The Bon-Ton Stores, Inc.  
Collective Brands (Payless ShoeSource)  
Dick's Sporting Goods, Inc.  
Dollar General Corporation  
Dollar Tree Stores Inc.  
Family Dollar Stores, Inc.

Office Depot, Inc.  
PetSmart, Inc.  
Ross Stores, Inc.  
Shopko Stores, Inc.  
Staples, Inc.  
Toys R Us, Inc.  
Williams Sonoma



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### ***Relationship Among the Different Components of Compensation***

In order to ensure that elected officers are held most accountable for our performance and changes in stockholder value, management and the committee generally allocate total compensation such that the portion of compensation attributable to fixed elements, such as salary and benefits, decreases with increasingly higher levels of responsibility, and the portion attributable to variable, performance-based elements increases with increasingly higher levels of responsibility.

Management and the committee generally allocate annual target compensation for each elected officer among the components of compensation on a basis consistent with the results of the applicable compensation survey, although the total compensation paid to any individual elected officer may be above or below the median shown in the survey for that individual's position based on his or her original terms of hire, level of responsibility, performance against annual performance goals, and considerations of fairness and comparability within the Company. In addition, when compensation is targeted at the median, the actual amount of total compensation paid may be above or below the median due to the level of achievement of performance targets and subsequent change in the value of the Company stock underlying awards.

Named executive officers' 2011 base salaries, annual incentive awards and long-term incentive awards were established in February, 2011. Our 2011 compensation compared to the median compensation included in the 2011 and 2012 compensation surveys is as follows:

Mr. Saligram's 2011 annual total target compensation (including 2011 base salary, annual incentive award grant and long-term incentive award grant) was 15% to 25% below the median annual total target compensation in the 2011 compensation survey for his position. His base salary was 5% to 15% below the median base salary in the 2011 compensation survey for his position, his annual incentive award grant, at target, was 25% to 35% below the median target annual incentive grant in the 2011 compensation survey for his position, and his long-term incentive award grant, at target, was 15% to 25% below the peer group median in the 2011 compensation survey for his position.

For the other named executive officers (except Mr. Lewis, who had not yet joined the Company and whose compensation is discussed below):

Total annual 2011 target compensation (other than for Mr. Slone) was 25% to 30% below the median annual total target compensation in the 2011 compensation survey for the named executive officers' respective positions. Mr. Slone's total annual 2011 target compensation was 15% to 20% above the median annual total target compensation in the 2011 compensation survey for his position due to the target value of his long-term incentive award grant, which is discussed below.

Base salaries were 0% to 15% below the median base salaries in the 2011 compensation survey for their respective positions.

Annual incentive award grants, at target, were 0% to 30% below the median target annual incentive grant in the 2011 compensation survey for their respective positions.

Long-term incentive award grants, at target, for named executive officers other than Mr. Slone were 35% to 50% below the median target long-term incentive award grants in the 2011 compensation survey for their respective positions. Mr. Slone's long-term incentive award grant, at target, was 75% to 85% above the median long-term incentive award grant in the 2011 compensation survey for his position.

Total annual 2011 target compensation (including 2011 base salary, annual incentive award grant and long-term incentive award grant) for all named executive officers (other than Mr. Lewis, whose compensation is discussed below) resulted in total annual target compensation that was approximately at or below (up to 15%) the median annual total target compensation in the 2012 compensation survey for their respective positions.

Mr. Lewis joined the Company in May 2011. His 2011 annual total target compensation, including the equity grants he received upon the commencement of employment, approximated the median annual

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total target compensation in the 2012 compensation survey for his position. See 2011 Named Executive Officer Compensation on page 40 and 2011 Grants Outside of the 2011 Long-Term Incentive Plan on page 53 for further descriptions of his compensation. The committee annually consults with Cook to ensure that the Company's elected officer compensation program supports strategic objectives related to attraction and retention of critical talent, alignment of management interests with those of stockholders, and overall affordability from cost and share dilution perspectives. In addition to the considerations described in the description of each component below, management and the committee are also guided by the compensation survey in deciding between the types of awards available in our annual and long-term incentive compensation programs. We believe each component of our compensation program serves an important role, and that together these components combine to provide us opportunities to attract and retain talented management, provide management with appropriate incentives to continuously improve the Company's performance, and reward improvement as it occurs.

We believe our base salaries are appropriate given the challenging macroeconomy and business environment and our bonus plans emphasize performance-based compensation. We provide our elected officers the opportunity to significantly increase their annual cash compensation through our annual incentive program by improving the Company's performance in financial areas relevant to the Company on an annual basis. We also expect that as those yearly improvements are maintained and built upon, the Company's stock price will reflect these improvements, and we therefore use equity awards to reward the long-term efforts of management. These equity awards serve the additional purpose of increasing the ownership stake of our management in the Company and further aligning their interests with those of our other stockholders.

### ***Base Salary***

#### ***Overview***

Generally, base salaries represent the only fixed, cash portion of our elected officers' total direct compensation. Salary is paid to ensure that we are able to attract and retain the talent necessary to lead our Company and to ensure that sufficient fixed income is provided even when variable compensation programs pay out below target (or not at all), thereby mitigating any incentive for executives to assume overly risky business strategies.

#### ***Salary Ranges and Initial Salaries***

The committee and management annually review the salary range reflected in the compensation survey for each elected officer position, referring to the compensation survey to provide insight into appropriate levels. The midpoint of a salary range represents the approximate median salary for equivalent positions at the peer group companies after adjusting for differences in job content, including company size, market cap, business complexity and responsibilities of the roles compared to similar jobs in the market. The committee and management also make comparisons to similar OfficeMax positions in circumstances where the executive position does not exist in the peer group or when insufficient data is gathered on the position in the compensation survey. When initially establishing an elected officer's salary, the committee generally chooses an amount relative to the midpoint of the salary range that is appropriate given relevant experience and expertise and employment market conditions at the time of election. The midpoint, or median, is a useful reference because it enables the Company to attract high quality talent while ensuring a fixed-cost structure that is appropriate but not above-market. For the above reasons as well as recent challenging macroeconomic conditions resulting in a restricted budget for salary increases, all named executive officer 2011 salaries approximated (between 18% below and 10% above the median) the median salaries of executive officers in similar positions at the peer companies in the 2012 compensation survey.

#### ***Annual Base Salary Review***

Historically, each year Mr. Besanko, the Executive Vice President, Chief Financial Officer and Chief Administrative Officer, together with the senior vice president of human resources, recommended a salary

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for each elected officer (except for Mr. Saligram). In 2011, the first year after Mr. Saligram's appointment as President and Chief Executive Officer, Mr. Saligram, together with the senior vice president of human resources, made salary recommendations for each elected officer (except for Mr. Saligram). Beginning with the appointment of an executive vice president, chief human resources officer in July, 2011, the executive vice president, chief human resources officer has fulfilled that function in place of the senior vice president of human resources.

With respect to elected officers reporting directly to Mr. Saligram, the compensation survey information and recommended salaries are presented to Mr. Saligram. With respect to elected officers not reporting directly to Mr. Saligram, the process is the same except the supervising elected officer reviews and provides input to the executive vice president, chief human resources officer prior to presenting the recommended salaries to Mr. Saligram. After reviewing this information, Mr. Saligram may make modifications based on his own assessment of individual performance and then makes salary recommendations to the committee. Cook is present at the committee meeting to provide input on the salary recommendations. The committee approves the base salary for each of the named executive officers and all other elected officers.

In setting base salaries for any year, the committee may consider some or all of the following: the Company's aggregate budget for salary increases, the penetration of an elected officer's salary into his or her salary range, compensation survey data, the elected officer's original terms of hire, performance against annual performance goals, and considerations of fairness and comparability within the Company. The committee also reviews and may adjust salaries at the time of promotions or other significant increases in executive responsibilities.

Mr. Saligram's base salary is established in the same way as it is for other elected officers, except no recommendation is made by management with respect to his compensation. Mr. Saligram annually provides the committee and the Committee of Outside Directors with his goals and priorities or strategies for the upcoming fiscal year. The Committee of Outside Directors provides Mr. Saligram with an annual performance review, which includes consideration of the financial performance of the Company for the year. The committee joins the Committee of Outside Directors when it conducts this review so that it can take the results into consideration when it sets Mr. Saligram's compensation for the upcoming year.

Base salary information for all named executive officers is set forth below under "2011 Named Executive Officer Compensation" on page 40 and in the "Summary Compensation Table" on page 49. In February, 2012, based on management's recommendation, the committee decided not to provide salary increases at that time to any of the Company's elected officers due to the Company's 2011 financial performance.

### ***Annual Incentive Compensation (Cash Bonus)***

#### ***Overview***

The committee establishes annual incentive compensation in the form of cash bonuses in order to tie a significant portion of annual compensation to the Company's annual financial performance. These awards are issued under the OMIPP, which was approved by our stockholders. Each year the committee also establishes objective financial performance criteria that must be met by the Company in order for bonuses to be paid (establishing minimum, target and maximum payout levels for each type of performance criteria), a bonus target for each elected officer that is expressed as a percentage of salary, and other terms and conditions of awards under the bonus program. Each of these components is described below.

The committee typically approves annual incentive bonus criteria in February of each year in order to comply with the provisions of Section 162(m) of the Internal Revenue Code (referred to in the rest of this section as Section 162(m)). Compliance with Section 162(m) allows the awards to qualify as "performance-based" compensation and allows the awards granted to our named executive officers employed at the end of our fiscal year (other than Mr. Besanko, our Executive Vice President, Chief Financial Officer and Chief Administrative Officer, whose compensation is not subject to the deduction limitations of Section 162(m)) to be tax deductible by us if the compensation to any named executive officer exceeds \$1 million for any fiscal year.

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In order to receive an award or payout under the award agreements, elected officers generally must have been employed by the Company no later than September 30, 2011, must have been employed by the Company at the time of award payment (subject to exceptions in certain circumstances including some involuntary terminations, death, disability or retirement) and must not have been performing at an unsatisfactory performance level. In the event of a change in control, as defined in the award agreements, the vesting of the awards could have accelerated under certain circumstances described in all award agreements.

The annual incentive award agreements typically provide that if a participant joins the Company during the year, his or her award payout is pro-rated based on the number of days he or she worked during the award period. However, pursuant to the terms of Mr. Lewis' offer letter, any annual incentive award he received for 2011 would not have been pro-rated.

### ***Performance Criteria That Must Be Met Before Bonuses Are Paid***

As a condition of payment of an award under the program, the Company's 2011 net income from continuing operations available to common shareholders adjusted for special items included in Company earnings releases in 2011 (2011 Net Income) had to be positive. If the threshold requirement was met, then the amount of the award actually earned depended on achievement of three performance metrics during 2011, each weighted as indicated below: (i) the Company's 2011 net sales, excluding the impact of foreign currency exchange-rate fluctuation (2011 Net Sales), assigned a weighting of 40%; (ii) the Company's 2011 earnings from continuing operations, excluding the impact of foreign currency exchange-rate fluctuation, before interest and taxes, adjusted for special items (2011 EBIT), given a weighting of 30%; and (iii) the Company's 2011 EBIT divided by 2011 Net Sales (2011 Return on Sales), given a weighting of 30%. No named executive officer's annual incentive award required accomplishment of individual performance measures. The impact of foreign currency exchange-rate fluctuation was explicitly excluded from the calculation of 2011 EBIT and 2011 Return on Sales to eliminate the impact of influences outside of participant control. If 2011 Net Income is positive and the Company's 2011 financial performance equals or exceeds the minimum target for any of the metrics, a participant would receive a payout based upon the level of performance against the metrics, with the maximum payout capped at 225% of a participant's target award. In order to focus participants even more on profitable sales growth, 2011 Net Sales was added at a 40% weighting.

Net Sales, EBIT and Return on Sales were selected because they reinforce the objective of increasing our overall profitability and the committee considers them highly indicative of our success in executing our strategic and tactical plans. Although these targets depended on producing profitable sales, they were considered more motivating to our associates and more aligned with stockholders' interests than a pure sales target given the uncertainty in macroeconomic conditions in 2011 and the uncontrollable nature of sales in such an environment. The performance criteria and targets were intended to motivate and reward elected officers to strive for continued financial improvement for the Company, consistent with increasing stockholder value. The level of difficulty of attaining the 2011 EBIT target was significantly higher than the 2010 EBIT target to ensure an increased level of financial performance was necessary to fund the payout. The 2011 EBIT target was approximately twice that of the 2010 EBIT target. The level of Net Sales achieved in 2010 was used as the minimum payout threshold for the 2011 Net Sales target. Achievement of all performance criteria at target was dependent on the successful completion of numerous initiatives designed to increase efficiency, reduce costs and offset the effect of economic conditions and the successful execution of new initiatives arising from the Company's five-year growth plan. The committee has the authority to determine whether to include special one-time or extraordinary gains or losses in the calculation of the performance criteria when determining whether the criteria have been met and excluded those disclosed by the Company in its 2011 earnings releases in the calculation of awards in 2011.

### ***Target Bonus Opportunities***

The committee annually establishes a target bonus opportunity for each elected officer. Target bonus opportunities are expressed as a percentage of the elected officer's base salary. In 2011, the initial target bonus percentages for all named executive officers other than Mr. Lewis were identical to their respective

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target bonus percentages in effect at the end of 2010 and ranged from 55% to 100% of base salary, depending on position. In establishing target bonus opportunities, the committee may consider some or all of the following: compensation survey data, the Company's aggregate budget for annual incentive compensation, the elected officer's original terms of hire, performance against annual performance goals, and considerations of fairness and comparability within the Company. The committee also reviews and may adjust the target bonus percentage at the time of promotions or other significant increases in executive responsibilities.

An elected officer's actual payout is typically either above or below the targeted amount when it is based on the Company's level of achievement of performance targets. For 2011, the maximum potential award for any participant, including the named executive officers, was 225% of target award opportunity. The committee has the discretion to reduce or eliminate an award regardless of whether the performance goals applicable to the elected officer's bonus have been achieved. The committee did not exercise this discretion for 2011. The bonus opportunity for each named executive officer is set forth below under 2011 Named Executive Officer Compensation on page 40 and the threshold, target and maximum awards for each named executive officer are contained in the Grants of Plan-Based Awards table on page 52.

**Actual Payments Made Under Plan**

In 2011, the Company did not achieve the minimum target financial performance for 2011 Net Sales, 2011 EBIT or 2011 Return on Sales, so no payouts were earned by the named executive officers under the annual incentive plan. Information on the achievement of each target is shown in the chart below.

**2011 Annual Incentive Plan**

Threshold Criteria	Minimum Threshold	Financial Performance Against Minimum Threshold Requirement
2011 Net Income	Positive	\$61.6 million

  

Performance Criteria	Target	Financial Performance Against Performance Criteria
2011 Net Sales	\$7,343.2 million	\$7,029.9 million
2011 EBIT	\$175.5 million	\$115.3 million
2011 Return on Sales	2.39%	1.64%

**2012 Annual Incentive Plan**

On February 15, 2012, the committee approved the design of the 2012 annual incentive plan and the form of the 2012 annual incentive award agreements. Before payment will be made on any plan awards, the Company's 2012 Net Income (calculated in the same manner as 2011 Net Income) must be positive and the Company's 2012 EBIT (calculated in the same manner as 2011 EBIT) must exceed a specified threshold. If the 2012 Net Income and 2012 EBIT requirements are met, the amount of a participant's payout actually earned will depend on the achievement of performance metrics by the Company, and in some cases, the achievement of performance metrics by the participant's business unit. The performance metrics applicable to Company performance were 2012 Net Sales (calculated in the same manner as 2011 Net Sales), 2012 EBIT and 2012 Return on Sales (calculated in the same manner as 2011 Return on Sales), each weighted 33.3%. The committee gave each of the three Company-based performance metrics equal weighting for 2012 to emphasize balancing sales growth and margin improvement. The performance metrics applicable to named executive officers' business units are based on the officer's business unit's EBIT and/or Net Sales.

The payouts of the 2012 annual incentive awards granted to Mr. Saligram, Mr. Besanko and Mr. Broad depend on the achievement of the Company-based performance metrics. A portion of Mr. Lewis' and Mr. Slone's 2012 annual incentive award payouts also depend on the achievement of performance metrics by their respective business units (U.S. Retail for Mr. Lewis and U.S. Services for Mr. Slone). Mr. Lewis and

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Mr. Slone's payouts depend 80% on the achievement of the Company-based performance metrics, 10% on the achievement of their respective business unit's EBIT performance metrics and 10% on the achievement of their respective business unit's Net Sales performance metrics.

Subject to the 2012 Net Income and 2012 EBIT thresholds described above, if the Company's or applicable business unit's 2012 financial performance equals or exceeds the minimum target for any of the metrics, a participant will receive a payout based upon the level of performance against the target metrics, with the maximum payout capped at 175% of a participant's target award for all participants other than Mr. Saligram. Pursuant to the terms of his employment agreement, Mr. Saligram's maximum payout is capped at 200% of his target award. Mr. Saligram's award requires achievement of the same target metrics as all other participants, except that his higher maximum payout cap requires incremental performance.

Under the 2012 annual incentive award agreement, to receive an award and payment, a participant must be employed by the Company a minimum of 90 days during the award period, must be employed by the Company at the time of award payment (subject to exceptions in certain circumstances including involuntary termination, death, disability or retirement), and must not be performing at an unsatisfactory or below expectations performance level during 2012. In the event of a change in control, as defined in the award agreement, the vesting of the award may accelerate under certain circumstances described in the agreement.

Annual incentive target percentages for 2012 were approved for the named executive officers at the same target percentages in effect at the end of 2011 for the officers' awards under the 2011 annual incentive plan.

### ***Long-Term Incentive Compensation (Equity Awards)***

#### ***Overview***

The committee annually grants long-term equity awards in order to serve several compensation objectives. First, the committee believes equity awards, in tandem with our executive stock ownership guidelines described below, encourage ownership of our common stock by elected officers, which aligns the interests of those officers with those of our stockholders. In addition, the vesting provisions applicable to the awards help retain elected officers and reward the achievement of long-term business objectives that benefit our stockholders. The committee believes performance metrics applicable to long-term incentive awards are particularly critical to encourage forward planning for our success. The committee intends to continue to align the metrics for future long-term incentive compensation programs with our strategic and tactical goals as they evolve.

These awards are issued under the OMIPP, which was approved by our stockholders. The OMIPP permits the grant of various types of awards, which allows the committee to choose awards they believe will provide competitive long-term incentive compensation.

Annually, the committee approves the design of the long-term incentive program for the upcoming year. Management discusses the initial program elements prior to presenting them to our president and chief executive officer for further review and recommendation to the committee. This includes the type of equity award to be granted as well as the aggregate size of the awards for elected officers. In determining the type and aggregate size of awards to be provided, as well as the performance metrics that may apply, the committee considers the strategic goals of the Company, trends in corporate governance, accounting impact, tax-deductibility, the Company's aggregate budget for long-term incentive compensation, cash flow, the impact on the Company's earnings per share and the number of shares of stock that would be required to be allocated. Throughout the process, Cook is informed and provides ongoing feedback to the committee and management (at the committee's request).

After consideration of the long-term incentive award data presented in the compensation survey, the committee approves long-term incentive award targets for the elected officers for the upcoming fiscal year. The committee generally aligns the award target for each elected officer with the median rate for equivalent positions at peer group companies. The committee may also consider some or all of the following: the elected officer's original terms of hire, performance against annual performance goals, and considerations of

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fairness and comparability within the Company. The committee also reviews and may adjust the target long-term incentive award at the time of promotions or other significant increases in executive responsibilities. An elected officer's actual vested number of shares of Company stock is likely to be either above or below the targeted number when it is based on the Company's level of achievement of performance targets.

In general, the committee grants long-term incentive compensation awards annually, typically at the board of directors meeting held each February, in order to comply with the provisions of Section 162(m) applicable to certain performance-based awards. The grant date for all securities other than those granted to a newly-hired elected officer is the date on which the grant is approved by the committee. Under the OMIPP, grants may not be made to non-employees. As a result, the grant date for a security granted to a newly-hired elected officer is the date on which the officer commences employment rather than the date on which the committee approves the grant.

### ***2011 Type of Equity Granted and Performance Metrics***

For 2011, management recommended and the committee approved an award for each elected officer with a title of executive vice president or above comprised of 60% nonqualified stock options and 40% performance-based RSUs. Because stock options only have value if the stock price increases, a larger portion of the award was delivered in stock options. This both supports our stockholder alignment objectives and maximizes the shares of stock we have available under the OMIPP. The performance-based RSU grants were designed to support the Company's strategic plan and both the RSU grants and the option grants reward elected officers for generating improved financial performance and increasing the Company's stock price. In addition, the performance-based RSUs' cost is variable and only incurred to the extent operating goals are achieved. Performance-based RSUs and stock options further support our financial efficiency objectives as they are tax deductible under Section 162(m).

In order for any portion of the RSUs to vest, the sum of the Company's 2011 Net Income and 2012 Net Income must be positive and the sum of the Company's 2011 EBIT and 2012 EBIT must equal a threshold value. The two-year performance period was chosen to emphasize long-term performance but also to take into consideration the difficulty of setting goals over a longer period due to the volatility of the macroeconomy. Net Income and EBIT were chosen as threshold metrics here and in the annual incentive grant because meeting them ensures that the Company is profitable before any incentive is paid. Subject to the achievement of the two-year Net Income and EBIT thresholds, the first half of the RSU award will vest on February 9, 2013, and will depend upon the achievement of a 2011 EBIT minimum target and the second half of the RSU award will vest on February 9, 2014, and will depend upon the achievement of a 2012 EBIT minimum target.

Similar to the Company's 2010 long-term incentive award performance targets, attaining the 2011 and 2012 EBIT targets was intended to be challenging but achievable in consideration of the Company's internal budget. Achievement of the 2011 target was dependent on the successful execution of numerous initiatives designed to increase efficiency and reduce costs and the successful execution of new initiatives arising from the Company's five-year growth plan. In 2011, no named executive officer's long-term incentive required accomplishment of individual performance measures.

### ***Determination of Award Size***

Annually, the committee establishes a target long-term incentive award value for each elected officer. In 2011, the values of the long-term incentive awards for elected officers other than Mr. Saligram were determined based on the salary grade of each elected officer. The committee approved long-term incentive award values for each salary grade at the same levels that it approved them for the 2010 long-term incentive awards. In its discretion, the committee may adjust any elected officers' long-term incentive award values from the values associated with the officers' respective salary grades. The committee determined the value of Mr. Saligram's long-term incentive award separately.

The named executive officers' salary grades at the time of the 2011 awards were the same as at the time of their 2010 awards. The committee approved Mr. Saligram's long-term incentive award at an amount consistent with the Company's past practices regarding annual long-term incentive award values granted to the Company's previous chief executive officer. The committee approved 2011 long-term incentive awards



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for Mr. Besanko and Mr. Broad with the same values as their respective 2010 long-term incentive awards. It approved Mr. Slone's 2011 long-term incentive award at a higher level than his 2010 long-term incentive award because of his outstanding performance and contributions to the Company. Mr. Vero's 2011 long-term incentive award was set at a lower level than his 2010 long-term incentive award due to the anticipated reduction of his responsibilities in connection with the restructuring of the Company's management. Mr. Lewis' long-term incentive award was negotiated in connection with his hiring.

The executive's actual payout can vary from the targeted amount depending on the level of the achievement of the performance goal applied to the RSU awards, as well as changes in the value of the shares of stock underlying the grant that occur between the grant date and payout. The maximum potential RSU award for any participant, including the named executive officers, was 150% of the target RSU award.

The long-term incentive awards granted to our named executive officers are listed below under "2011 Named Executive Officer Compensation" on page 40 and the threshold, target and maximum awards for the performance-based RSUs granted to each of our named executive officers are listed in the "Grants of Plan-Based Awards" table on page 52.

### ***2011 Performance-Based RSUs***

One half of each elected officer's performance-based RSU award is dependent on performance against a 2011 EBIT target and the other half is dependent on performance against a 2012 EBIT target, each of which was specified at the time the awards were granted in February, 2011. The payout for each half of the award ranges from 50% to 150% of the target award depending on actual 2011 and 2012 EBIT, respectively. However, in the event that EBIT falls below a threshold level in either year, the half of the award attributable to that year is forfeited in full. In addition, if the Company does not have positive net income or the Company fails to achieve a threshold level of cumulative 2011 and 2012 EBIT for the two-year period, the entire award opportunity is forfeited regardless of the results in each year.

The RSU agreements provide that a participant must be employed by the Company in order for the RSUs to vest (subject to exceptions in certain circumstances including involuntary termination, death, disability or retirement). RSUs may not be sold or transferred prior to vesting. In addition, recipients of the RSUs do not receive dividends and do not have voting rights until the RSUs vest. In the event of a change in control, as defined in the RSU Agreement, the vesting of the RSUs may accelerate under certain circumstances described in the agreement. In addition, if a participant retires or resigns and within six months thereafter the Company determines that the participant's conduct prior to retirement or resignation warranted termination for disciplinary reasons (as defined in our severance policy), then (i) any RSUs, including any vested portion, will immediately be forfeited and cancelled, and (ii) the Company may recover from the participant the value at the time of the determination, of the shares paid to participant upon vesting of RSUs, or if such shares were already disposed of, the value of such shares at the time of disposition.

The RSU agreements provide that if a participant violates his or her nonsolicitation and noncompetition covenants under the RSU award agreement or any other confidentiality, noncompetition or non-solicitation agreement during or after the participant's employment with the Company, then the participant's unvested RSUs and shares of Company common stock paid to the participant upon vesting of RSUs will be forfeited. The Company may also recover the amount of the value of the stock at the time of the violation, or if disposed of prior to the violation, at the time of disposition.

### ***2011 Options***

The exercise price of the elected officers' stock options is \$16.86, the closing price of our common stock on February 9, 2011. One-third of each option will vest on each of the first three anniversaries of the grant date for those elected officers who are employed with the Company on the vest date and each option will expire in seven years.

Each option, to the extent vested, must be exercised on or before the earliest of the seventh anniversary of the grant date, one year after a participant terminates employment as a result of retirement, death, or disability and three months after termination for any other reason. The exercise price may be paid

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through cashless exercise, transfer of existing stock, or cash. In the event of a change in control, as defined in the option agreement, the vesting of the options may accelerate under certain circumstances described in the agreement.

The option agreements provide that if a participant terminates employment with the Company prior to the third anniversary of the grant date, any unvested options will be forfeited and, if a participant is terminated for disciplinary reason (as defined in our severance policy), then the option, including any vested portion, will immediately be cancelled. In addition, if a participant retires or resigns and within six months thereafter the Company determines that the participant's conduct prior to retirement or resignation warranted termination for disciplinary reasons, then the option, including any vested portion, will immediately be cancelled and the Company may repurchase from the participant, at the exercise price, the shares acquired by the participant under the option agreement, or, if the participant no longer owns the shares, the Company may recover the gross profit earned by the participant from the exercise and disposition of such shares.

The option agreements provide that if a participant violates his or her non-solicitation and non-compete covenants under the option agreement or any other confidentiality, noncompetition or non-solicitation agreement during or after the participant's employment with the Company, then the option, including any vested portion, will immediately be cancelled and the Company may repurchase from the participant shares acquired by the participant under the option agreement, at the fair market value of the shares on the exercise date, or, if the participant no longer owns the shares, the Company may recover the gross profit earned by the participant from the exercise and disposition of such shares.

### ***Both Types of Awards***

The RSU agreements and option agreements for elected officers other than Mr. Lewis include nonsolicitation and noncompete covenants stating that, beginning on the award date and ending one year after terminating employment with the Company, the elected officer will not (i) employ or solicit for employment any person who is, or was within six months prior to the elected officer's termination date, an employee of the Company or (ii) commence employment or consult (in a substantially similar capacity to any position held with the Company and with responsibility over the same geographic areas over which an elected officer had responsibility during the last 12 months of employment) with any competitor engaged in the sale or distribution of products, or in the provision of services, in competition with the products sold or distributed or services provided by the Company.

Mr. Lewis' award agreements for his performance-based RSU grants and his option grant are identical to the other executive officers' award agreements except that the noncompete provisions described above in clause (ii) apply with respect to competitors for whom greater than 35% of its North American revenues are comprised of the direct sale or distribution of office supplies, office furniture, technology-related office products or computer consumables actually sold by the Company, print and document services, or related office products or services (not including any business entity or person principally engaged in the manufacture and distribution of computer hardware, software or peripherals).

**Table of Contents****2010 Long-Term Incentive Plan; Award of Performance-Based RSUs; Actual Results Compared to Performance Metric****Performance-Based RSUs 2010 Grant Results**

Threshold Criteria	Minimum Threshold	Financial Performance Against Minimum Threshold Requirement	
2-year cumulative EBIT* (2010 and 2011)	\$192 million	\$278.7 million	
2-year cumulative Net Income (2010 and 2011)	Greater than zero	\$147.2 million	

  

Performance Criteria	Target	Financial Performance Against Performance Criteria	Percentage Payout
2010 EBIT* (1st tranche)	\$84.5 million - \$91.5 million	\$160.5 million	143.2%
2011 EBIT* (2nd tranche)	\$170.0 million - \$179.0 million	\$118.2 million	0%

(\*) For purposes of the 2010 Long-Term Incentive Plan, EBIT means our pre-tax, pre-interest earnings from continuing operations for a fiscal year and does not exclude the impact of foreign currency exchange-rate fluctuation.

**2011 Long-Term Incentive Plan Performance-Based RSUs; 2011 Actual Results**

As described under Long-Term Incentive Compensation (Equity Awards) on page 34, one half of the RSUs granted under the 2011 long-term equity award granted in 2011 were performance-based RSUs that depended upon the Company's achievement of a 2011 EBIT minimum target. In 2011, the Company did not achieve the EBIT minimum target, so that half of the RSUs is expected to be forfeited at the end of its vesting period. The other half of the RSUs remains outstanding subject to the Company's achievement of performance measures for 2012.

**2012 Long-Term Incentive Plan**

On February 15, 2012, the committee approved the design of the 2012 long-term incentive plan under the OMIPP. Under the plan, named executive officers will receive an award that is comprised of 60% performance-based RSUs and 40% options. On that same date, the committee approved the form of the award agreements for awards granted under the Company's 2012 long-term incentive plan. The named executive officers' 2012 long-term incentive awards consisted of a greater percentage of RSUs than the 2011 long-term incentive awards due to considerations regarding the shares available under the OMIPP.

In consideration of the Company's 2011 performance and the limited availability of shares remaining for issuance under the OMIPP, the Committee reduced the overall value of long-term incentive awards granted to participants in the 2012 long-term incentive plan compared to the overall value awarded under the 2011 long-term incentive plan. Mr. Saligram recommended to the committee that his long-term incentive award value be reduced by 10% from the value of his 2011 long-term incentive award. The target values of the named executive officers' 2012 long-term incentive awards were, on average, 9% less than the target values of their respective 2011 long-term incentive awards.

**2012 Performance-Based RSUs**

The performance-based RSUs will vest on February 15, 2015, subject to adjustment based upon achievement of specified performance metrics during the three-year performance period consisting of the Company's 2012, 2013 and 2014 fiscal years. The amount of the RSU awards that vests will depend

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one-third upon achievement of performance metrics with respect to the Company's 2012 fiscal year, another third upon achievement of performance metrics with respect to the Company's 2013 fiscal year and the final third upon achievement of performance metrics with respect to the Company's 2014 fiscal year. In order for any portion of the RSUs to vest with respect to a fiscal year's performance metrics, the Company's Net Income for that year must be positive and the Company's EBIT for that year must exceed the threshold established by the committee.

Subject to the Net Income and EBIT thresholds described above, the amount of the third of the RSU awards subject to 2012 performance that actually vests will depend on the Company's achievement of the following performance metrics during 2012, each given equal weight, with the amount that vests ranging from 20% to 175% of the target RSU award: (i) 2012 Net Sales; and (ii) 2012 EBIT. The performance metrics and the vesting ranges for the two-thirds of the RSU awards based upon 2013 and 2014 performance will be determined by the committee within the first 90 days of the applicable fiscal year. RSU awards are paid in shares of Company common stock.

The award agreement applicable to the RSU awards provides that a participant must be employed by the Company in order for the RSUs to vest (subject to exceptions in certain circumstances including involuntary termination, death, disability or retirement). In addition, if a participant performs at an unsatisfactory or below expectations performance level for a fiscal year, the third of the RSU award dependent upon performance metrics for that year will not vest. RSUs may not be sold or transferred prior to vesting. In addition, recipients of the RSUs do not receive dividends and do not have voting rights until the RSUs vest. In the event of a change in control, as defined in the award agreement, the vesting of the RSUs may accelerate under certain circumstances described in the agreement. In addition, if a participant is terminated for disciplinary reasons (as defined in our severance policy) or if a participant retires or resigns and within six months thereafter the Company determines that the participant's conduct prior to retirement or resignation warranted termination for disciplinary reasons (as defined in our severance policy), then any RSUs, including any vested portion, will immediately be forfeited and cancelled and the Company may recover from the participant the value at the time of the determination, of the shares paid to participant upon vesting of RSUs, or if such shares were already disposed of, the value of such shares at the time of disposition.

### ***2012 Options***

Stock options granted to the named executive officers consist of an option to purchase shares of our common stock at an exercise price of \$5.57 per share. One-third of each option will vest on each of the first three anniversaries of the grant date for those participants who are employed with the Company on the applicable vest date, and each option will expire on the seventh anniversary of its grant date.

The award agreement applicable to the stock option awards provides that if a participant terminates employment with the Company prior to the third anniversary of the grant date, any unvested options will be forfeited and, if a participant is terminated for disciplinary reasons (as defined in our severance policy), then the option, including any vested portion, will immediately be cancelled. In addition, if a participant's employment at the Company ends and within six months thereafter the Company determines that the participant's conduct prior to the end of his or her employment warranted termination for disciplinary reasons, then the option, including any vested portion, will immediately be cancelled and the Company may repurchase from the participant, at the exercise price, the shares acquired by the participant under the option award agreement, or, if the participant no longer owns the shares, the Company may recover the gross profit earned by the participant from the exercise and disposition of such shares.

The option, to the extent vested, must be exercised on or before the earliest of the seventh anniversary of the grant date, one year after a participant terminates employment as a result of retirement, death, or disability and three months after termination for any other reason. The exercise price may be paid through cashless exercise, transfer of existing stock, or cash. In the event of a change in control, as defined in the option award agreement, the vesting of the options may accelerate under certain circumstances described in the agreement.

**Table of Contents*****2011 Named Executive Officer Compensation******Mr. Saligram***

Mr. Saligram was elected Chief Executive Officer, President and Director of the Company effective November, 2010. Unlike our other named executive officers, Mr. Saligram has an Employment Agreement (the "Employment Agreement"), which became effective November 8, 2010. The Employment Agreement establishes the majority of Mr. Saligram's compensation terms beginning on that date and ending on November 7, 2013. The terms of Mr. Saligram's Employment Agreement are described below under "Employment Agreement - Mr. Saligram" on page 42.

*Base Salary:* Pursuant to his Employment Agreement Mr. Saligram received a base salary of \$900,000 in 2011.

*Annual Incentive Compensation (Cash Bonus):* Pursuant to his Employment Agreement, Mr. Saligram's annual bonus target must equal at least 100% of his annual base salary in effect at the beginning of the applicable fiscal year, with a maximum potential award not less than 200% of target cash incentive level. Actual bonus payments, if any, are not guaranteed and depend on performance against goals specified by the committee. For 2011, Mr. Saligram received an annual incentive award equal to 100% of his annual base salary on the same terms as the awards granted to the Company's other elected officers. For 2012, Mr. Saligram's bonus target has again been set at 100% of his annual base salary.

*Long-Term Incentive Awards:* In 2011, Mr. Saligram received a grant under the long-term incentive award program on the same terms as the Company's other elected officers with a target value of \$2,999,957, consisting of 71,170 RSUs and an option to purchase 204,920 shares. The amount of Mr. Saligram's 2011 long-term incentive award was below the peer group median in the 2011 compensation survey for his position and reflects his short tenure as a chief executive officer. For 2012, he received a long-term incentive award with a target value of \$2,707,596, consisting of 291,662 RSUs and an option to purchase 340,528 shares.

*Other Compensation:* Other compensation received by Mr. Saligram in 2011 is discussed in the summary compensation table on page 49.

***Mr. Besanko***

*Base Salary:* Mr. Besanko received a 3% salary increase to \$610,069 for 2011. Three percent was the standard merit increase budgeted for Company associates in 2011.

*Annual Incentive Compensation (Cash Bonus):* For 2011, Mr. Besanko's annual bonus target was set at 65% of his annual base salary, the same target percentage applicable at the end of 2010. Actual bonus payments, if any, are not guaranteed and depend on performance against goals specified by the committee. For 2012, his annual incentive target will remain at 65%.

*Long-Term Incentive Awards:* In 2011, Mr. Besanko received a long-term incentive award with a target value of \$556,346, consisting of 13,200 RSUs and an option to purchase 38,000 shares. Mr. Besanko received the same long-term incentive award as other officers in his salary grade. For 2012, he received a long-term incentive award with a target value of \$475,001, consisting of 51,167 RSUs and an option to purchase 59,740 shares.

*Other Compensation:* Other compensation received by Mr. Besanko in 2011 is discussed in the summary compensation table on page 49.

***Mr. Broad***

*Base Salary:* Mr. Broad received a 3% salary increase to \$490,177 for 2011. Three percent was the standard merit increase budgeted for Company associates in 2011.

*Annual Incentive Compensation (Cash Bonus):* For 2011, Mr. Broad's annual bonus target was set at 55% of his annual base salary, the same target percentage as 2010. Actual bonus payments, if any, are not guaranteed and depend on performance against goals specified by the committee. For 2012, his annual incentive target will remain at 55%.

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*Long-Term Incentive Awards:* In 2011, Mr. Broad received a long-term incentive award with a target value of \$367,067, consisting of 8,710 RSUs and an option to purchase 25,070 shares. Mr. Broad received the same long-term incentive award as other officers in his salary grade. For 2012, he received a long-term incentive award with a target value of \$375,001, consisting of 40,395 RSUs and an option to purchase 47,163 shares.

*Other Compensation:* Other compensation received by Mr. Broad in 2011 is discussed in the summary compensation table on page 49.

***Mr. Lewis***

*Base Salary:* Pursuant to his offer letter, Mr. Lewis received a base salary at the annualized rate of \$635,000 in 2011 for the portion of the year in which he was employed by the Company. This salary was 5% to 15% above the median salary for the executive officers in similar positions at the peer companies included in the 2012 compensation survey. The committee believed that this salary was reasonable considering his relevant experience.

*Annual Incentive Compensation (Cash Bonus):* On May 2, 2011, the effective date of his employment, Mr. Lewis received an annual incentive award on the same terms as the annual incentive awards granted to the Company's other elected officers on February 9, 2011. Pursuant to the terms of his offer letter, Mr. Lewis' annual bonus target for 2011 was equal to 75% of his annual base salary and was not pro-rated based on his employment for less than the entire fiscal year. Actual bonus payments, if any, are not guaranteed and depend on performance against goals specified by the committee. For 2012, his annual incentive target will remain at 75%.

*Long-Term Incentive Awards:* On May 2, 2011, Mr. Lewis received a grant under the Company's 2011 long-term incentive award program with a target value of \$599,993, consisting of 24,000 RSUs and an option to purchase 68,570 shares. This award is on the same terms as the long-term incentive awards made to other elected officers in February, 2011. For 2012, he received a long-term incentive award with a target value of \$500,001, consisting of 53,860 RSUs and an option to purchase 62,884 shares.

*Other Awards:* On May 2, 2011, Mr. Lewis also received a one-time incentive award with a target value of \$300,000, consisting of 15,000 performance-based RSUs and 15,000 time-based RSUs. The performance-based RSUs are on the same terms as the 24,000 long-term incentive award RSUs described above. One-third of the time-based RSUs will vest on each of the first three anniversaries of the grant date. See 2011 Grants Outside of the 2011 Long-Term Incentive Plan on page 53 for an additional description of the awards.

*Other Compensation:* Other compensation received by Mr. Lewis in 2011 is discussed in the summary compensation table on page 49.

***Mr. Slone***

*Base Salary:* Mr. Slone received a 3% salary increase to \$444,740 for 2011. Three percent was the standard merit increase budgeted for Company associates in 2011. On October 19, 2011, the committee increased Mr. Slone's salary from \$444,740 to \$460,000 to reflect additional duties he was assigned.

*Annual Incentive Compensation (Cash Bonus):* For 2011, Mr. Slone's annual bonus target was initially set at 55% of his annual base salary, the same target percentage as 2010. On October 19, 2011, the committee increased Mr. Slone's annual incentive target from 55% to 60% to reflect additional duties he was assigned. The new target applied on a pro rata basis. Actual bonus payments, if any, are not guaranteed and depend on performance against goals specified by the committee. For 2012, his annual incentive target will remain at 60%.

*Long-Term Incentive Awards:* In 2011, Mr. Slone received a long-term incentive award with a target value of \$456,913, consisting of 10,840 RSUs and an option to purchase 31,210 shares. Mr. Slone received a larger long-term incentive award than other officers in his salary grade because of his outstanding contributions to the company. For 2012, he received a long-term incentive award with a target value of \$424,999, consisting of 45,781 RSUs and an option to purchase 53,451 shares.

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*Other Compensation:* Other compensation received by Mr. Slone in 2011 is discussed in the summary compensation table on page 49.

### ***Mr. Vero***

*Base Salary:* Mr. Vero received a 3% salary increase to \$566,032 for 2011. Three percent was the standard merit increase budgeted for Company associates in 2011.

*Annual Incentive Compensation (Cash Bonus):* For 2011, Mr. Vero's annual bonus target was set at 55% of his annual base salary, the same target percentage as 2010. Actual bonus payments, if any, are not guaranteed and depend on performance against goals specified by the committee. Based on his termination date of December 2, 2011, Mr. Vero would have been eligible to receive an annual bonus payment for the 2011 plan year had one been earned.

*Long-Term Incentive Awards:* In 2011, Mr. Vero received a long-term incentive award with a target value of \$456,913, consisting of 10,840 RSUs and an option to purchase 31,210 shares. Upon his termination, Mr. Vero forfeited a pro-rata portion of his RSU award (7,452 RSUs) based on the number of months he was employed by the Company during the RSUs' vesting periods. He also forfeited the entire option award.

*Other Compensation:* Other compensation received by Mr. Vero in 2011 is discussed in the summary compensation table on page 49.

### ***Other Compensation Arrangements***

#### ***Employment Agreement Mr. Saligram***

On October 13, 2010, the Company entered into an Employment Agreement (the "Employment Agreement") with Mr. Saligram to serve as the Company's President and Chief Executive Officer effective November 8, 2010 (the "Effective Date"). The Employment Agreement was intended to encourage Mr. Saligram to join the Company and set forth the terms and conditions of his employment, some of which are described below.

*Term.* The term of the Employment Agreement commenced on the Effective Date and will end on November 7, 2013 (the "Term"). On November 8, 2013, and on each anniversary thereof, the Term will automatically extend for an additional one-year period, unless either party gives the other party at least 90 days prior written notice of non-renewal.

*Director.* As of the Effective Date, the Company was required to cause Mr. Saligram to be elected to the Board. Thereafter, while he is employed during the Term, the Company will cause Mr. Saligram to be included in the slate of persons nominated for election annually. In the event that his employment with the Company is terminated, Mr. Saligram will promptly resign from the Board.

*Base Salary.* During the Term, Mr. Saligram will receive an annual base salary of \$900,000, payable in accordance with the Company's regular payroll practices for senior executives, subject to periodic review by the committee for possible increase.

*Sign-On Bonus.* Fourteen days after the Effective Date, the Company paid Mr. Saligram a cash sign-on bonus of \$250,000. If Mr. Saligram had terminated employment with the Company without Good Reason (as defined in the Employment Agreement) within 12 months of the Effective Date, he would have had to repay the sign-on bonus to the Company.

*Annual Incentive Award.* During the Term, Mr. Saligram will participate in the Company's annual cash incentive compensation plans. Mr. Saligram's annual target cash incentive opportunity will equal at least 100% of his annual base salary in effect at the beginning of the applicable fiscal year, with a maximum potential award not less than 200% of target cash incentive level. Payments, if any, are dependent on performance versus goals specified by the committee for each year.

*Initial Equity Grants.* On the Effective Date, Mr. Saligram was granted a seven-year nonqualified option to purchase 375,000 shares of the Company's common stock, an additional seven-year nonqualified option to purchase 600,000 shares of the Company's common stock, and 125,000 RSUs. These awards are reflected in the table under "Outstanding Equity Awards" on page 54.

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*Other Long-Term Incentive Compensation.* Beginning in 2011 and annually thereafter while Mr. Saligram is employed during the Term, the Company will grant Mr. Saligram a long-term incentive award consistent with the form and mix provided to the other senior officers of the Company as described under Long-Term Incentive Compensation (Equity Awards) on page 34.

*Employee Benefits.* During the Term, Mr. Saligram will be entitled to participate in the Company's retirement plans, its fringe benefit and perquisite programs and welfare benefits plans and programs on the same terms as other senior officers of the Company.

*Relocation Benefits.* Mr. Saligram received relocation benefits for expenses incurred in connection with his relocation to the greater Chicago, Illinois area, consistent with the Company's relocation policy. Mr. Saligram's relocation benefit differs from the standard policy in that he will not be required to repay the relocation expenses to the Company if he terminates employment for Good Reason, as defined in his Employment Agreement.

*Change in Control Agreement.* On the Effective Date, Mr. Saligram and the Company entered into a change in control agreement (the Change in Control Agreement). A description of the form of Change in Control Agreement can be found under Change in Control Agreements on page 60. If Mr. Saligram's employment is terminated under circumstances entitling him to severance benefits under the Employment Agreement and the Change in Control Agreement, the severance payments due under the Employment Agreement will be offset by similar payments and benefits provided under the Change in Control Agreement.

*Termination of Employment.* The Company and Mr. Saligram will have the right to terminate his employment as set forth below:

*Death or Disability.* Mr. Saligram's employment will terminate automatically upon Mr. Saligram's death. The Company will be entitled to terminate Mr. Saligram's employment due to Disability, as defined in the Employment Agreement.

*Termination by the Company.* The Company may terminate Mr. Saligram's employment for Cause (which requires a certain vote of the Board, as described in the Employment Agreement) or without Cause. Cause means Mr. Saligram's (a) willful and continued failure to substantially perform his duties (subject to certain exceptions described in the Employment Agreement), or (b) Mr. Saligram's willful engagement in conduct which is materially injurious to the Company, monetarily or otherwise, when such conduct is done not in good faith and is done without reasonable belief that it is in the best interest of the Company.

*Good Reason.* Mr. Saligram may terminate his employment with the Company for Good Reason or without Good Reason. Good Reason means, without Mr. Saligram's written consent, (a) the assignment to him of any duties materially inconsistent with his responsibilities as an executive officer, or a significant adverse alteration in his responsibilities, provided that election of another executive as President will not constitute Good Reason; (b) a material reduction in Mr. Saligram's annual base salary (subject to certain exceptions); (c) a material reduction in Mr. Saligram's target annual incentive award; (d) a requirement that Mr. Saligram be located anywhere that is more than 50 miles from Naperville, Illinois; (e) a material reduction by the Company in the aggregate benefits and compensation available to Mr. Saligram; (f) a material reduction in long-term equity incentives available to Mr. Saligram (subject to certain exceptions); (g) failure of the Company to obtain a satisfactory agreement from any successor to assume the Employment Agreement; or (h) any material breach of the Employment Agreement by the Company. The Company will have an opportunity to cure an event or circumstance that may constitute Good Reason.

*Obligations of the Company Upon Termination.*

*Other Than for Cause, Death or Disability, or for Good Reason.* If the Company terminates Mr. Saligram's employment for any reason other than Cause, death or Disability, or Mr. Saligram terminates his employment for Good Reason, subject to the terms of the Employment Agreement, the Company will pay to Mr. Saligram (a) a lump sum in cash equal to two times Mr. Saligram's annual base salary immediately prior to the date of termination (without taking into account any reduction that triggered the Good Reason), (b) a lump sum in cash equal to any portion of Mr. Saligram's annual



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base salary, accrued (unused) vacation time, and previously earned but unpaid bonus through the date of termination that has not yet been paid, and (c) a pro rata portion of Mr. Saligram's annual incentive award for the fiscal year in which the termination occurs, based on actual Company performance. Subject to exception in the event that a delay in payment is required under Section 409A of the Internal Revenue Code (Section 409A), in addition, the Company will pay or provide to Mr. Saligram all compensation and benefits payable to Mr. Saligram under the terms of the Company's compensation and benefit plans, programs or arrangements as in effect immediately prior to the date of termination and Mr. Saligram, his spouse and dependents will for up to 24 months be eligible to participate in Company medical, vision and life insurance at the employee rates. The Company will also reimburse Mr. Saligram 150% of the monthly COBRA premium for such medical and vision insurance coverage (unless a delay in payment is required under Section 409A, in which case the payment will be 100%). In the event that there is a delay in payment under Section 409A, Mr. Saligram will pay the required insurance premiums for such life insurance during the six-month period following termination and the Company will pay Mr. Saligram 150% of such premiums.

*Upon Death and Disability.* If Mr. Saligram's employment is terminated by reason of his death or Disability during the Term, the Company will pay to Mr. Saligram, his designated beneficiary, or his estate, a lump sum in cash equal to any portion of Mr. Saligram's annual base salary earned but unpaid through the date of termination, accrued but unused vacation time through the date of termination, and previously earned but unpaid bonus through the date of termination. In addition, the Company will pay or provide to Mr. Saligram all compensation and benefits payable to him under the terms of the Company's compensation and benefits plans, programs or arrangements as in effect immediately prior to the date of termination.

*By the Company For Cause; By Mr. Saligram Other Than for Good Reason.* If Mr. Saligram's employment is terminated by the Company for Cause or Mr. Saligram voluntarily terminates employment other than for Good Reason during the Term, Mr. Saligram will be entitled to a lump sum in cash equal to any portion of Mr. Saligram's annual base salary earned but unpaid through the date of termination, accrued but unused vacation time through the date of termination, and previously earned but unpaid bonus for completed fiscal years. In addition, the Company will pay or provide to Mr. Saligram all compensation and benefits payable to Mr. Saligram under the terms of the Company's compensation and benefits plans, programs or arrangements as in effect immediately prior to the date of termination.

*Section 409A.* To the extent any payment under the Employment Agreement is not exempt from Section 409A, the Employment Agreement is intended to comply with the provisions of Section 409A and contains provisions intended to establish the timing, form and treatment of payments to Mr. Saligram accordingly.

*Disparagement.* The Employment Agreement contains customary non-disparagement provisions.

***Other Perquisites and Benefit Programs***

We provide our elected officers with limited perquisites and other benefits. The committee believes these limited programs are necessary to be competitive within our industry and that the expense of these programs is offset by their attraction and retention value.

Officers with the title of senior vice president and above are eligible to participate in our Executive Life Insurance Program, which was adopted by the committee in February, 2005. Participants receive term life insurance coverage equal to two times their base salary from a designated insurance carrier (or three times base salary, in the case of the chief executive officer). Premiums are paid monthly and are treated as taxable income to the participant for the applicable tax year.

Officers with the title of senior vice president and above may participate in the Officer Annual Physical Program, which was adopted by the committee in 2005. Under the current program, the Company pays the costs of an annual physical exam. The costs of the exam are treated as taxable income to the officer in the applicable tax year.

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In February, 2010, the committee voted to reinstate the Financial Counseling Program available to officers of the Company with the title of senior vice president or higher. Under this program, the officers are reimbursed for financial counseling services. An eligible officer may be reimbursed each year for an amount up to \$5,000 plus up to \$5,000 in unused amounts carried over from the previous year. Reimbursements are treated as taxable income to the participant in the applicable tax year.

### ***Officer Stock Ownership Guidelines***

The committee has established stock ownership guidelines for certain officers, including all named executive officers. The guidelines are intended to increase the stake these officers hold in the Company and to more closely align their interests with those of our stockholders. The guidelines provide that:

The chief executive officer should acquire and maintain stock ownership equal in value to five times his base salary;

Each executive vice president, including all other named executive officers, should acquire and maintain stock ownership equal in value to three times his or her base salary;

Each senior vice president should acquire and maintain stock ownership equal in value to twice his or her base salary; and

Each vice president should acquire and maintain stock ownership equal in value to his or her base salary.

Stock held directly and vested restricted stock are taken into consideration when calculating whether an officer has met his or her stock ownership guidelines. Ownership levels are reviewed annually using the Company's closing stock price on March 31. Unvested RSUs and stock options are not included in determining ownership levels. Annually, management provides a report to the committee regarding the number and value of the shares of stock held by each officer subject to the guidelines. Following the vesting of RSUs or the exercise of options, officers subject to the guidelines who have not met the guidelines are expected to retain at least 50% of the net value of the shares of stock received (after payment of income tax withholding and, if applicable, exercise price). This policy applies to grants made in 2005 and later for named executive officers. As of December 31, 2011, based on the closing price of our common stock on the NYSE on December 30, 2011, of \$4.54 per share, the last trading day prior to December 31, 2011: Mr. Saligram held 57% of his salary, Mr. Besanko held 25% of his salary, Mr. Broad held 42% of his salary, Mr. Lewis held 0% of his salary, and Mr. Slone held 66% of his salary.

### ***Prohibition on Speculative Stock Transactions***

The Company considers it inappropriate for any director, officer, or other employee to enter into speculative transactions in OfficeMax securities. Therefore, the Company's insider trading policy also prohibits the purchase or sale of puts, calls, options, or other derivative securities based on the Company's securities. This prohibition also includes hedging or monetization transactions, such as forward sale contracts, in which the stockholder continues to own the underlying security without all the risks or rewards of ownership. Finally, directors, officers and other employees may not purchase OfficeMax securities on margin, or borrow against any account in which Company securities are held.

### ***Deferral Plan***

Our Executive Savings Deferral Plan (the "ESDP") is described beginning on page 58. The purpose of this plan is to permit participants to defer amounts that would otherwise be payable in cash and taxable on an immediate basis that may not be deposited in our qualified OfficeMax Savings Plan (our 401(k) plan) (the "Savings Plan") as a result of Internal Revenue Code and plan contribution limits. The plan thereby supports retention objectives by providing a competitive benefit that is tax-efficient to the participant. The plan also supports our succession planning strategy by enabling participants to accumulate sufficient retirement savings, thereby promoting an orderly succession of management talent.

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**Table of Contents*****Pension Provisions***

Our pension plans for salaried employees, which are described beginning on page 59, were frozen as of December 31, 2004, and employees hired on or after November 1, 2003 are not eligible to participate in the plans. Only one of our named executive officers, Mr. Broad, was eligible to participate in a qualified pension plan and a nonqualified supplemental pension plan. His combined frozen pension benefit from these pension plans is approximately \$56,400 annually upon reaching normal retirement age, which is age 65. The plans were frozen because they represented a significant expense to the Company, were not a benefit generally provided by competitors in our industry, and therefore were not considered necessary for attracting or retaining executive talent. Overall, management and the committee agree that a defined benefit pension plan provides the company less value in attracting and retaining talent, and so we have redirected that investment to other forms of compensation.

***Change in Control Agreements***

Our named executive officers are parties to change in control agreements with us, the principal terms of which are described beginning on page 60. Under the change in control agreements, the officer will receive the benefits provided under the agreement if both a change in control of the Company occurs and, after the change in control (or in certain circumstances prior to a change in control), the officer's employment is terminated under certain conditions. Beginning with Mr. Saligram's change in control agreement in 2010, the Company no longer includes an excise tax gross-up provision in the agreement.

The committee's overall objective in implementing the change in control policy was to encourage the Company's most senior executives to review and consider possible change in control transactions in an independent and objective manner without the influence of self-interest or fear of economic impact associated with the possible loss of their positions. In support of this objective, the policy is intended to provide reasonable and competitive severance benefits to executives who lose their jobs after or in contemplation of a change in control and to avoid windfall payments associated with completing a transaction. For this reason, benefits under the policy are provided only upon the occurrence of a "double trigger" event, which is defined as completion of a change in control and a qualifying termination of employment. In the absence of a reasonable change in control policy, an incentive may exist for senior executives to oppose transactions that are in stockholders' best interests, and conversely, an inappropriately designed program that provides benefits without loss of employment could incent management to pursue transactions that are not necessarily in stockholders' best interests. The committee believes the amounts to be paid upon termination related to a change in control are market competitive and have an aggregate potential cost that falls within reasonable competitive parameters.

***Severance***

The desire to recruit and retain top talent by providing reasonable and competitive severance benefits to executives who lose their jobs, led to the decision to include the severance provisions reflected in our executive officer severance policy and in Mr. Saligram's Employment Agreement, which is described under "Employment Agreement - Mr. Saligram" on page 42. The potential severance benefits arising from his agreement are described in the section entitled "Estimated Termination Benefits - Mr. Saligram" on page 63. The severance provisions in Mr. Saligram's agreement were an important factor in his recruitment to the Company.

Our standard executive officer severance policy applies to all elected officers (unless they have a superseding individual agreement) and provides, among other things, for payment of an amount equal to 12 months of salary if the officer's employment is terminated involuntarily without a disciplinary reason. We may also, at our discretion, continue health, vision and dental group insurance coverage at the associate rate for up to 12 months following the officer's date of termination. An officer is not eligible for benefits under the policy if the officer's employment is terminated as a result of documented unacceptable job performance where at least two corrective action notices have been issued to the officer in the 12 months preceding the termination of employment. We believe this severance policy is similar to policies of many of the other companies with which we compete for management talent, and is therefore a valuable recruiting tool that also helps us to retain management.

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Because our severance provisions and change in control provisions can at times overlap, all agreements or policies providing for such payments require that payments under one type of provision be appropriately adjusted downward if payments are made under a similar provision of another agreement or policy. For Mr. Lewis, we entered into a letter agreement effective May 27, 2011, that provides that if he is eligible for severance under the executive officer severance policy, then the amount of his severance pay entitlement will be at least 12 months of his base salary regardless of whether the policy is amended in the future to reduce or eliminate this amount.

### ***Recapture Policy***

Under our recapture policy, the board shall take such action as it deems necessary against any officer with a title of executive vice president or higher whose misconduct contributes to a financial restatement. The board may (a) require reimbursement of any bonus or incentive compensation awarded to such officer after July 26, 2007, (b) cancel any stock awards granted to such officer after July 26, 2007, and/or (c) require the repayment of stock proceeds.

### ***Consideration of Results of 2011 Advisory Vote on Executive Compensation***

When establishing compensation for fiscal 2012 and in determining compensation policies, the committee took into account the results of the shareholder advisory vote on executive compensation that took place in April, 2011. At that time, our shareholders approved the compensation of our named executive officers as disclosed in the proxy statement for the 2011 Annual Meeting of Shareholders. The committee believes the strong support for our compensation policies reflected by the approval of more than 81% of the shares voted is evidence that the Company's compensation policies are sound, and the committee continued to apply the same principles in determining the amounts and types of executive compensation for 2012.

### ***Tax Impact and Financial Implications***

Under Section 162(m), certain items of compensation paid to Mr. Saligram and to each of the other named executive officers, other than Mr. Besanko, our Executive Vice President, Chief Financial Officer and Chief Administrative Officer ( Covered Employees ), in excess of \$1,000,000 annually are not deductible for federal income tax purposes unless the compensation is awarded under a performance-based plan approved by the stockholders. The committee believes it is in our best interest to preserve maximum tax deductibility for compensation paid to the Covered Employees under Section 162(m), however, to maintain flexibility in compensating named executive officers in a manner designed to promote varying corporate goals, the committee has not adopted a policy that all compensation must be deductible. The compensation plans reflect the committee's intent and general practice to pay compensation that we can deduct for federal income tax purposes. Given that executive compensation decisions are multifaceted, the committee also reserves the right to pay amounts that are not tax deductible to meet the design goals of our executive compensation program. In 2011, Mr. Saligram's salary, perquisites and company-paid life insurance premiums were his only items of compensation that were not performance-based. His compensation exceeded, by approximately \$202,684, the \$1,000,000 non-performance-based compensation threshold for 2011.

The committee also considers other financial implications when developing and implementing the Company's compensation program, including tax and accounting effects, the impact on our financial statements and tax returns, cash flow impact, potential share dilution and the risk arising from fluctuations in the value of the compensation.

### ***Recommendation***

As set forth in the Executive Compensation Committee Report on page 24, the committee has reviewed this Compensation Discussion and Analysis and recommended its inclusion in this proxy statement.

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***Compensation Risk***

The Company reviewed its compensation policies and practices in 2011 to identify and assess areas of risk (or the potential for unintended consequences) in the design of the Company's compensation programs and to evaluate the Company's incentive compensation programs relative to Company business risks. The Company's assessment included a review of the Company's short-term and long-term incentive programs discussed in this proxy statement, incentive plans applicable to the Company's retail and sales employees, the chief executive officer and president's employment agreement, and the executive change in control policy. Cook reviewed the analysis conducted by management (which includes all variable incentive plans maintained by the Company), concluded that it was comprehensive, and concurred with the conclusion of management that the compensation program does not encourage inappropriate behaviors that could create material risk for the Company. In addition, as independent advisor to the Committee, Cook evaluates risk in all aspects of the plans and policies over which the Committee has oversight responsibility and has confirmed that the programs in which the named executive officers participate do not encourage inappropriate behaviors that could create material risks for the Company.

**Table of Contents****Summary Compensation Table**

The following table presents compensation information for Mr. Saligram, our President and Chief Executive Officer; Mr. Besanko, our Executive Vice President, Chief Financial Officer and Chief Administrative Officer; Mr. Broad, Mr. Lewis, and Mr. Slone, our three next most highly compensated executive officers serving on December 31, 2011; and Mr. Vero, our former Executive Vice President and Chief Merchandising Officer.

**SUMMARY COMPENSATION TABLE****FOR FISCAL YEAR ENDED DECEMBER 31, 2011**

Name and Principal Position	Year	Salary	Bonus	Stock	Option	Non-Equity Incentive Plan	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation	Total (\$)
		(\$) (1)		(\$) (3)	Awards (\$) (4)	Compensation (\$) (5)	(\$) (6)	(\$) (7)	
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
<b>Ravi K. Saligram</b>									
President and Chief Executive Officer									
	2011	\$ 917,308		\$ 1,199,926	\$ 1,800,030			\$ 470,784	\$ 4,388,048
	2010	\$ 121,154(8)	\$ 250,000	\$ 2,268,750	\$ 9,219,746	\$ 173,250		\$ 58,622	\$ 12,091,523
<b>Bruce Besanko</b>									
Executive Vice President, Chief Financial Officer, and Chief Administrative Officer									
	2011	\$ 617,359		\$ 222,552	\$ 333,794			\$ 23,554	\$ 1,197,259
	2010	\$ 587,975		\$ 962,906	\$ 333,809	\$ 500,747		\$ 46,275	\$ 2,431,712
	2009	\$ 480,192(9)	\$ 150,000	\$ 224,500	\$ 540,000	\$ 406,213		\$ 62,498	\$ 1,863,403
<b>Matthew R. Broad</b>									
Executive Vice President, General Counsel									
	2011	\$ 496,034		\$ 146,851	\$ 220,216		\$ 69,712	\$ 5,960	\$ 938,773
<b>Michael J. Lewis</b>									
Executive Vice President and President, Retail									
	2011	\$ 427,404(10)		\$ 540,000	\$ 359,993			\$ 1,475	\$ 1,328,872
<b>Reuben Slone</b>									
Executive Vice President, Supply Chain and General Manager, Services									
	2011	\$ 453,165		\$ 182,762	\$ 274,151			\$ 9,424	\$ 919,502
<b>Ryan T. Vero</b>									
Former Executive Vice President and Chief Merchandising Officer									
	2011	\$ 529,255(11)		\$ 182,762	\$ 274,151			\$ 73,327	\$ 1,059,495

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	2010	\$ 545,545		\$ 909,471	\$ 333,809	\$ 432,218		\$ 11,900	\$ 2,232,943
	2009	\$ 533,540		\$ 124,800	\$ 195,935	\$ 436,943		\$ 14,668	\$ 1,305,886

- (1) 2011 salary totals include an extra week of salary due to the timing of the Company's fiscal year-end. The Company's fiscal year had 53 weeks in 2011 and 52 weeks in 2010 and 2009.
- (2) Includes sign-on bonuses of \$250,000 paid to Mr. Saligram in 2010 and \$150,000 paid to Mr. Besanko in 2009 upon commencement of employment.
- (3) The amounts in this column represent the aggregate grant date fair value of (a) a grant of 125,000 time-based RSUs to Mr. Saligram in 2010 when he commenced employment with the Company; (b) retention grants in the form of time-based RSUs to Mr. Besanko (66,881 RSUs) and Mr. Vero (62,054 RSUs) in 2010; (c) a grant of 15,000 time-based RSUs to Mr. Lewis in 2011 when he commenced employment with the Company; and (d) the value at target of 39,000 performance-based RSUs to Mr. Lewis in 2011 when he commenced employment with the Company and the value at target of the long-term incentive program RSU grants made to other named executive officers in the years indicated. See Note 13. Shareholders' Equity Share-Based Payments of the Notes to Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2011, for a discussion of the assumptions used by the Company to calculate aggregate grant date fair value. The maximum potential value of the long-term incentive program RSU grant for any participant, including the named executive officers, was 150% of the target award. Assuming that maximum aggregate value is received, the value of Mr. Saligram's 2011 grant (and the 2011 total shown in column (e)) would be \$1,799,889; Mr. Besanko's 2011 grant (and the 2011 total shown in column (e)) would be \$333,828; Mr. Broad's 2011 grant (and the 2011 total shown in column (e)) would be \$220,276; Mr. Lewis' 2011 performance-based RSU grants would be \$585,000 (increasing the 2011 total shown in column (e) to \$735,000); Mr. Slone's 2011 grant (and the 2011 total shown in column (e)) would be \$274,144; and Mr. Vero's 2011 grant (and the 2011 total shown in column (e)) would be \$274,144. Mr. Vero forfeited pro rata portions of his RSU awards when his employment with the Company terminated, based upon the portion of the respective vesting periods remaining on his termination date.
- (4) The amounts in this column represent the aggregate grant date fair value of (a) two options granted to Mr. Saligram in 2010 when he commenced employment with the Company; (b) an option granted to Mr. Lewis in 2011 when he commenced employment with the Company; and (c) the long-term incentive program options granted to the named executive officers in the years indicated, each computed using the Black Scholes pricing model. For the options granted in 2011, the model generated a Black Scholes value of \$8.78406 for each share underlying an option granted to Messrs. Saligram, Besanko, Broad, Slone and Vero and a value of \$5.25 for each share underlying an option granted to Mr. Lewis. For the options granted in 2010, the model generated a Black Scholes value of \$9.46 for each share underlying an option granted to Mr. Saligram and a value of \$6.82 for each share underlying an option granted to Mr. Besanko and Mr. Vero. For the options granted in 2009, this model generated a Black Scholes value of \$2.63 for each share underlying an option granted to Mr. Vero and a value of \$2.70 for each share underlying an option granted to Mr. Besanko. See Note 13. Shareholders' Equity Share-Based Payments of the Notes to Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2011, for a discussion of the assumptions used by the Company to calculate aggregate grant date fair value.

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- (5) Annual incentive program bonus payments for each of the named executive officers earned based on Company performance in the fiscal year indicated. See Annual Incentive Compensation (Cash Bonus) as discussed on page 31.
- (6) The amounts shown for Mr. Broad represent the change in his pension value in 2011.
- (7) Includes the following items:

	Year	Company Matching Contributions Made Under Our Policy Premiums Paid Pursuant to						Total
		Payments Made in Accordance with Relocation Agreements (a)	Personal Use of Company Aircraft (b)	Reimbursements under Our Financial Counseling Program (c)	Our Executive Life Insurance Program (d)	Qualified Savings Plan and Nonqualified Deferred Compensation Plan (e)	Other/Severance (f)	
Ravi K. Saligram	2011	\$ 430,039	\$ 17,454		\$ 23,291			\$ 470,784
	2010		\$ 9,590				\$ 49,032	\$ 58,622
Bruce Besanko	2011		\$ 4,868	\$ 4,906	\$ 2,923	\$ 3,675	\$ 7,182	\$ 23,554
	2010		\$ 37,836	\$ 1,175	\$ 3,462		\$ 3,802	\$ 46,275
	2009	\$ 44,377	\$ 10,150		\$ 1,400		\$ 6,571	\$ 62,498
Matthew R. Broad	2011				\$ 2,285	\$ 3,675		\$ 5,960
Michael J. Lewis	2011			\$ 675	\$ 800			\$ 1,475
Reuben Slone	2011				\$ 2,074	\$ 7,350		\$ 9,424
Ryan T. Vero	2011			\$ 8,389	\$ 2,480	\$ 3,675	\$ 58,783	\$ 73,327
	2010			\$ 3,838	\$ 2,620		\$ 5,442	\$ 11,900
	2009	\$ 9,332			\$ 1,661	\$ 3,675		\$ 14,668

- (a) Under the Company's relocation policy, the Company provides relocation benefits to relocated associates. Company payments may include a relocation allowance, costs of travel, the cost of transportation of household goods, storage costs and temporary living expenses. Pursuant to our relocation policy, an executive then subsequently receives payments under our standard relocation policy to offset the tax costs of that portion of the relocation payment that is not tax deductible to the executive (\$7,037 to Mr. Saligram in 2011, and \$9,866 to Mr. Besanko in 2009). In addition, Mr. Vero received a payment to offset a portion of the increased mortgage interest he paid as a result of his relocation (\$9,332 in 2009).

Under the Company's relocation policy, Mr. Saligram's relocation benefits in 2011 included a relocation allowance (\$10,000), temporary living and miscellaneous expenses (\$16,158), and transportation of household goods (\$89,344). Under the Company's relocation policy, the Company engaged a third-party relocation company, which purchased Mr. Saligram's previous home for an amount approved by the Company and will resell it. We will bear the cost of any difference between the relocation company's loss related to its sale of the home, the carrying costs related to the home until it is sold and the transaction costs related to the sale of the home. In 2011 we paid the relocation company an advance of \$307,500 to be applied towards these amounts and the relocation company's fees. We expect to pay the relocation company additional amounts in the future based on the terms of the sale of the home. In addition, we will reimburse Mr. Saligram for certain transaction costs related to the purchase of a new home in Illinois.

- (b) The payments shown for personal use of Company aircraft are calculated based on an hourly rate of \$2,950 for 2011, \$2,863 for 2010 and \$2,659 for 2009. The hourly rate represents the incremental cost to the Company of aircraft use calculated based on the average cost of fuel and aircraft maintenance and trip related landing fees, hangar and parking costs and other immaterial variable costs. Incremental cost excludes fixed costs which do not change based on usage of the plane, including pilot salaries. In 2010, the company instituted a policy that caps elected officer personal use of the company plane at \$100,000 annually beginning in 2011.



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- (c) Officers of the Company with the title of senior vice president or higher are eligible to participate in our Financial Counseling Program, as further described under Other Perquisites and Benefit Programs on page 44. Under the program, we reimburse participating officers for investment planning, tax preparation, tax planning and compliance and estate planning. Prior to 2010, the benefits were grossed-up for tax purposes, however, the gross-up practice ended in 2010. This program was suspended in 2009 and reinstated in 2010.
  
- (d) Officers with the title of senior vice president or higher are eligible to participate in our Executive Life Insurance Program. The amounts in this column are the policy premiums paid by the Company.
  
- (e) For a description of our nonqualified ESDP, see page 58. Under our qualified Savings Plan and our nonqualified ESDP, we matched amounts contributed at a rate of 50% of the amount contributed up to a maximum annual aggregate limit permitted under the Internal Revenue Code (\$6,900 in 2009 and \$7,350 in 2011). A participant could only receive matching payments on aggregate contributions up to 6% of the participant's combined annual salary and bonus. In March, 2009, the match was suspended, but it was reinstated as of January 1, 2011. All of our named executive officers are limited by provisions of the Savings Plan and the Internal Revenue Code in the amount they can contribute to our qualified Savings Plan.

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- (f) The amounts in this column include reimbursement of legal fees in connection with negotiation of Mr. Saligram's Employment Agreement (in 2010); a payment of COBRA continuation coverage for Mr. Saligram (in 2010); reimbursements to Messrs. Besanko (in 2011, 2010 and 2009) and Mr. Vero (in 2010) for the costs of an annual physical examination; and payments to Mr. Vero for unused vacation time accrued through the date of termination of his employment. Reimbursements are treated as taxable income to the named executive officer and the reimbursements for the annual physical examinations were grossed up for applicable taxes in 2009. The committee voted to cease grossing up the benefits in February, 2010.
- (8) The amount shown in the table represents a pro rata portion of Mr. Saligram's salary, reflecting his employment commencement date of November 8, 2010. Pursuant to his Employment Agreement, Mr. Saligram received a base salary at the annualized rate of \$900,000 in 2010 for the portion of the year in which he was employed by the Company.
- (9) The amount shown in the table represents a pro rata portion of Mr. Besanko's salary, reflecting his employment commencement date of February 16, 2009. Mr. Besanko's received a base salary at the annualized rate of \$550,000 until October, 2009, when it was increased to \$575,000, for the portion of the year in which he was employed by the Company.
- (10) The amount shown in the table represents a pro rata portion of Mr. Lewis' salary, reflecting his employment commencement date of May 2, 2011. Mr. Lewis received a base salary at the annualized rate of \$635,000 in 2011 for the portion of the year in which he was employed by the Company.
- (11) The amount shown in the table represents a pro rata portion of Mr. Vero's salary, reflecting the termination of his employment on December 2, 2011. Mr. Vero received a base salary at the annualized rate of \$566,032 for the portion of the year in which he was employed by the Company.

***Salary and Bonus Compared to Total Compensation***

The ratio of salary (column (c) in the Summary Compensation Table) plus non-equity short-term incentive awards (column (d) in the Summary Compensation Table), which are the major cash components of compensation, to total compensation in 2011 (column (j) in the Summary Compensation Table) is set forth below for each named executive officer. The percentages below were significantly affected by the lack of any short-term incentive award payment being made to named executive officers for 2011. As a result, the percentages below reflect the ratio of salary to total compensation.

Mr. Saligram, 21%

Mr. Besanko, 52%

Mr. Broad, 53%

Mr. Lewis, 32%: this figure is based on Mr. Lewis' 2011 employment period, which ran from May 2, 2011, through December 31, 2011, and his total compensation includes the grants he received in connection with the commencement of his employment.

Mr. Slone, 49%

Mr. Vero, 50%: this figure is based on Mr. Vero's 2011 employment period, which ended on December 2, 2011.

***Award Tables***

The following three tables set forth information regarding awards granted by OfficeMax to the named executive officers during the last fiscal year and the status of existing awards. The Grants of Plan-Based Awards table immediately following provides additional information about the plan-based compensation disclosed in the Summary Compensation Table on page 49.



**Table of Contents****Grants of Plan-Based Awards****GRANTS OF PLAN-BASED AWARDS****FOR FISCAL YEAR ENDED DECEMBER 31, 2011**

Name (a)	Grant Date (b)	Date of Committee Action (1)	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards Number of Shares or Units (#) (4)	All Other Securities Underlying Options Number of Options (#) (5)	Exercise Base Price of Option Awards (\$/Sh) (k)	Grant Date Fair Value of Stock and Option Awards (\$) (6) (l)
			Threshold (\$) (2)	Target (\$) (2)	Maximum (\$) (2)	Threshold (#) (3)	Target (#) (3)	Maximum (#) (3)				
Ravi K. Saligram	2/9/11	2/9/11	\$ 225,000	\$ 900,000	\$ 2,025,000							
	2/9/11	2/9/11				35,585	71,170	106,755				\$ 1,199,926
	2/9/11	2/9/11								204,920	\$ 16.86	\$ 1,800,030
Bruce Besanko	2/9/11	2/9/11	\$ 99,136	\$ 396,545	\$ 892,226							
	2/9/11	2/9/11				6,600	13,200	19,800				\$ 222,552
	2/9/11	2/9/11								38,000	\$ 16.86	\$ 333,794
Matthew R. Broad	2/9/11	2/9/11	\$ 67,399	\$ 269,597	\$ 606,594							
	2/9/11	2/9/11				4,355	8,710	13,065				\$ 146,851
	2/9/11	2/9/11								25,070	\$ 16.86	\$ 220,216
Michael J. Lewis	5/2/11	4/14/11	\$ 119,063	\$ 476,250	\$ 1,071,563							
	5/2/11	4/14/11				19,500	39,000	58,500				\$ 390,000
	5/2/11	4/14/11							15,000			\$ 150,000
	5/2/11	4/14/11								68,570	\$ 10.00	\$ 359,993
Reuben Slone	2/9/11	2/9/11	\$ 64,397	\$ 257,588	\$ 579,572							
	2/9/11	2/9/11				5,420	10,840	16,260				\$ 182,762
	2/9/11	2/9/11								31,210	\$ 16.86	\$ 274,151
Ryan T. Vero	2/9/11	2/9/11	\$ 71,956	\$ 287,822	\$ 647,600							
	2/9/11	2/9/11				5,420	10,840	16,260				\$ 182,762
	2/9/11	2/9/11								31,210	\$ 16.86	\$ 274,151

- (1) Grant date and the date on which the committee acted are different for Mr. Lewis because he commenced employment with the Company after the date on which his compensation was approved by the committee. Equity grants may not be made under the OMIPP to a non-employee.
- (2) Consists of annual incentive bonus opportunities for each of the named executive officers awarded in 2011. See Annual Incentive Compensation (Cash Bonus) beginning on page 31. No payments were earned under the annual incentive program for 2011 due to the failure to achieve performance measures. Actual annual incentive payments for the fiscal year reported are listed in column (g) of the Summary Compensation Table on page 49.
- (3) Reflects long-term incentive awards in the form of performance-based RSUs granted to Messrs. Saligram, Besanko, Broad, Slone and Vero on February 9, 2011 and to Mr. Lewis on May 2, 2011, in accordance with the OMIPP as discussed in Long-Term Incentive Compensation (Equity Awards) beginning on page 34. These awards are also included in column (i) of the Outstanding Equity Awards at Fiscal Year-End table on page 54 and the aggregate grant date fair value is disclosed in column (e) of the Summary Compensation Table on page 49. The closing stock price on the date the committee approved the 2011 long-term incentive program (February 9, 2011) of \$16.86 was used to determine the number of RSUs awarded to Messrs. Saligram, Besanko, Broad, Slone and Vero. The closing stock price on May 2, 2011, Mr. Lewis' effective date of employment and the grant date for Mr. Lewis' award, of \$10.00 was used to determine the number of RSUs awarded to Mr. Lewis.

As described under Long-Term Incentive Compensation (Equity Awards) on page 34 and under 2011 Long-Term Incentive Plan Performance-Based RSUs; 2011 Actual Results on page 38, one half of the performance-based RSUs granted under the 2011 long-term equity award were performance-based RSUs that depended upon the Company's achievement of a 2011 EBIT minimum target. In 2011, the Company did not achieve the EBIT minimum target, so that half of the RSUs is expected to be forfeited at the end of its vesting period. The other half of the RSUs remains outstanding subject to the Company's achievement of performance

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measures for 2012.

Upon his termination, Mr. Vero forfeited 7,452 of the RSUs reflected in column (g), the pro rata portion of the RSUs based on the remaining portion of the RSUs vesting period.

- (4) Reflects time-based RSUs granted to Mr. Lewis at the commencement of his employment with the Company, in accordance with the OMIPP as discussed in Long-Term Incentive Compensation (Equity Awards) beginning on page 34. This award is also included in column (g) of the Outstanding Equity Awards at Fiscal Year-End table on page 54 and the aggregate grant date fair value is included in column (e) of the Summary Compensation Table on page 49. The closing stock price on May 2, 2011, Mr. Lewis' effective date of employment and the grant date for Mr. Lewis' award, of \$10.000 was used to determine the number of RSUs awarded to Mr. Lewis.
- (5) Reflects stock options granted to Messrs. Saligram, Besanko, Broad, Slone and Vero on February 9, 2011 and to Mr. Lewis upon the commencement of his employment on May 2, 2011, in accordance with the OMIPP as discussed in Long-Term Incentive Compensation (Equity Awards) beginning on page 34. These awards are also listed in column (c) of the Outstanding Equity Awards at Fiscal Year-End table on page 54 and the aggregate grant date fair value is disclosed in column (f) of the Summary Compensation Table on page 49. The closing stock price on the date the committee approved the 2011 long-term incentive program (February 9, 2011) of \$16.86 was used to determine the number of options awarded to Messrs. Saligram, Besanko, Broad, Slone and Vero and the closing stock price on May 2, 2011, Mr. Lewis' effective date of employment and the grant date for Mr. Lewis' award, of \$10.00 was used to determine the number of options awarded to Mr. Lewis. Upon his termination, Mr. Vero forfeited his option award reflected in column (j).
- (6) Grant date fair value of long-term incentive awards described in notes 3 through 5 to this table. See Note 13. Shareholders' Equity Share-Based Payments to Notes to Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2011, for a discussion of the assumptions used by the Company to calculate the grant date fair value of share-based employee compensation.

**Table of Contents*****Long-Term Incentive Plan Awards***

The terms of these grants are described in detail in Long-Term Incentive Compensation (Equity Awards) beginning on page 34.

***2011 Grants Outside of the 2011 Long-Term Incentive Plan******Additional Awards Mr. Lewis***

On May 2, 2011, in addition to the Company's award to Mr. Lewis of 24,000 performance-based RSUs and an option for 68,570 shares in accordance with the 2011 long-term incentive plan, the Company granted Mr. Lewis a one-time incentive award with a target value of \$300,000 to encourage him to join the Company and further align his interests with those of our stockholders. The award is subject to all the terms and conditions of the OMIPP. One-half of this award was granted in the form of performance-based RSUs (on the same terms as the performance-based RSUs described in detail in Long-Term Incentive Compensation (Equity Awards) beginning on page 34) and the remaining half of the award was granted in the form of time-based RSUs. Each half had a grant date fair value of \$150,000 and consisted of 15,000 RSUs based on the Company's closing stock price of \$10.00 on the grant date.

***Performance-Based RSUs***

The 15,000 performance-based RSUs were granted pursuant to an RSU award agreement. The award agreement is identical to the award agreement used with respect to the performance-based RSU award agreements applicable to the other elected officers' RSU awards made in connection with the 2011 long-term incentive program except that the noncompete provisions apply with respect to a competitor for whom greater than 35% of its North American revenues are comprised of the direct sale or distribution of office supplies, office furniture, technology-related office products or computer consumables actually sold by the Company, print and document services, or related office products or services (not including any business entity or person principally engaged in the manufacture and distribution of computer hardware, software or peripherals).

***Time-Based RSUs***

The 15,000 time-based RSUs were granted pursuant to an RSU award agreement. The award will vest on a pro rata basis in three equal, annual installments over a three-year restriction period beginning on May 2, 2011 (the award date). The award agreement provides that Mr. Lewis must be employed by the Company in order for the RSUs to vest, subject to exceptions in certain circumstances including involuntary termination qualifying him for severance under a Company plan, death or disability, in which case a pro rata amount of the RSUs will vest based on the number of full months Mr. Lewis worked as of the date of termination calculated as described in the award agreement.

If Mr. Lewis' employment is terminated for disciplinary reasons as defined in the Company's executive officer severance pay policy, or he retires or resigns, and the Company determines within six months thereafter that his conduct prior to retirement or resignation warranted termination for disciplinary reasons, the Company can recover the amount of the value of the stock received upon vesting of the RSUs at the time of Mr. Lewis' termination or the determination that his conduct warranted termination, or if disposed prior to the violation, at the time of disposition. The RSUs may not be sold or transferred prior to vesting. In addition, the RSUs do not receive dividends and do not have voting rights until they vest. In the event of a change in control, as defined in the award agreement, the vesting of the RSUs may accelerate under certain circumstances described in the agreement.

The award agreement includes a non-solicitation and noncompete clause that states that, beginning on the award date and ending one year after terminating employment with the Company, Mr. Lewis will not (i) directly or indirectly, employ or solicit for employment any person who is, or was within six months prior to Mr. Lewis' termination date, an employee of the Company, or (ii) commence employment or consult (in a substantially similar capacity to any position held with the Company and with responsibility over the same

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geographic areas within which he had responsibility during the last 12 months of his employment) with any for whom greater than 35% of its North American revenues are comprised of the direct sale or distribution of office supplies, office furniture, technology-related office products or computer consumables actually sold by the Company, print and document services, or related office products or services (not including any business entity or person principally engaged in the manufacture and distribution of computer hardware, software or peripherals).

The award agreement states that violation of the non-solicitation and noncompete clause contained in the agreement or any other confidentiality, noncompetition or non-solicitation agreement during or after Mr. Lewis' employment with the Company, will result in forfeiture of all RSUs and any shares of stock owned in settlement of RSUs on or after the date of violation. The Company may also recover the amount of the value of the stock received upon vesting of the RSUs at the time of the violation, or if disposed prior to the violation, at the time of disposition.

The following table sets forth outstanding options, unvested stock awards and outstanding equity incentive plan awards for each of our named executive officers at December 31, 2011.

**Outstanding Equity Awards****OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END****FOR FISCAL YEAR ENDED DECEMBER 31, 2011**

Name	Option Awards				Stock Awards			Equity Incentive Plan Awards: Market or Payout Value of
	Number of Securities Underlying Unexercised Options Exercisable (#) (1)	Number of Securities Underlying Unexercised Options (#) (2)	Option Exercise Price (\$) (e)	Option Expiration Date (f)	Number of Shares or Units of Stock That Have Not Vested (#) (3)	Market Value of Shares or Units of Stock That Have Not Vested (\$) (4)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) (5)	Unearned Shares, Units or Other Rights That Have Not Vested (\$) (4)
(a)	(b)	(c)	(e)	(f)	(g)	(h)	(i)	(j)
Ravi K. Saligram	125,000	250,000	\$ 18.15	11/8/2017				
	200,000	400,000	\$ 18.15	11/8/2017				
		204,920	\$ 16.86	2/9/2018	83,334	\$ 378,336	71,170	\$ 323,112
Bruce Besanko	133,333	66,667	\$ 4.49	2/16/2016				
	16,304	32,610	\$ 14.52	2/11/2017				
		38,000	\$ 16.86	2/9/2018	44,588	\$ 202,430	66,026	\$ 299,758
Matthew R. Broad	32,666	16,334	\$ 4.80	2/12/2016				
	10,754	21,510	\$ 14.52	2/11/2017				
		25,070	\$ 16.86	2/9/2018	35,826	\$ 162,650	31,419	\$ 142,642
Michael J. Lewis		68,570	\$ 10.00	5/2/2018	15,000	\$ 68,100	39,000	\$ 177,060
Reuben Slone	16,333	16,334	\$ 4.80	2/12/2016				
	10,754	21,510	\$ 14.52	2/11/2017				
		31,210	\$ 16.86	2/9/2018	32,504	\$ 147,568	33,549	\$ 152,312
Ryan T. Vero	24,833		\$ 4.80	2/12/2016				
	16,304		\$ 14.52	2/11/2017				
							14,563	\$ 66,116

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- (1) Includes options granted to Mr. Saligram on November 8, 2010, at the commencement of his employment; an option granted to Mr. Besanko on February 16, 2009, at the commencement of his employment; options granted to Messrs. Broad, Slone and Vero on February 12, 2009 under the long-term incentive program; and options granted to Messrs. Besanko, Broad, Slone and Vero on February 11, 2010 under the long-term incentive program.
- (2) Includes options granted to Mr. Saligram on November 8, 2010, at the commencement of his employment; an option granted to Mr. Besanko on February 16, 2009, at the commencement of his employment; options granted to Messrs. Broad, Slone and Vero on February 12, 2009 under the long-term incentive program; options granted to Messrs. Besanko, Broad, Slone and Vero on February 11, 2010 under the long-term incentive program; options granted to Messrs. Saligram, Besanko, Broad, Slone and Vero on February 9, 2011 under the long-term incentive program; and an option granted to Mr. Lewis on May 2, 2011, at the commencement of his employment. The options awarded in 2011 are also listed in column (j) of the Grants of Plan-Based Awards table on page 52 and the grant date fair value for these awards is disclosed in column (f) of the Summary Compensation Table on page 49.



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The remaining unvested options will vest as follows:

Name	Year of Original Option Grant	Total Unvested Options as of December 31, 2011	Portion of Option To Be Vested	Date	Portion of Option To Be Vested	Date	Portion of Option To Be Vested	Date
Ravi K. Saligram	2010	250,000	125,000	11/8/2012	125,000	11/8/2013		
	2010	400,000	200,000	11/8/2012	200,000	11/8/2013		
	2011	204,920	68,306	2/9/2012	68,307	2/9/2013	68,307	2/9/2014
Bruce Besanko	2009	66,667	66,667	2/16/2012				
	2010	32,610	16,305	2/11/2012	16,305	2/11/2013		
	2011	38,000	12,666	2/9/2012	12,667	2/9/2013	12,667	2/9/2014
Matthew R. Broad	2009	16,334	16,334	2/12/2012				
	2010	21,510	10,755	2/11/2012	10,755	2/11/2013		
	2011	25,070	8,356	2/9/2012	8,357	2/9/2013	8,357	2/9/2014
Michael J. Lewis	2011	68,570	22,856	5/2/2012	22,857	5/2/2013	22,857	5/2/2014
Reuben Slone	2009	16,334	16,334	2/12/2012				
	2010	21,510	10,755	2/11/2012	10,755	2/11/2013		
	2011	31,210	10,403	2/9/2012	10,403	2/9/2013	10,404	2/9/2014

- (3) Includes RSUs granted to Mr. Saligram on November 8, 2010, pursuant to his Employment Agreement as described on page 42; RSUs granted to Messrs. Besanko, Broad and Slone on August 13, 2010, as retention awards; and RSUs granted to Mr. Lewis on May 2, 2011, at the commencement of his employment as described under 2011 Grants Outside of the 2011 Long-Term Incentive Plan on page 53. Each of these time-based awards will vest with respect to one-third of the award on each of the first three anniversaries of the grant date assuming the service requirements are met. The named executive officers are not entitled to any voting rights with respect to the RSUs and are not entitled to receive dividends on the RSUs.
- (4) Based on the closing price of our common stock on the NYSE on December 30, 2011, of \$4.54 per share, the last trading day prior to December 31, 2011.
- (5) Includes performance-based RSUs awarded on February 9, 2011, to Messrs. Saligram, Besanko, Broad, Slone and Vero and performance-based RSUs awarded on May 2, 2011, to Mr. Lewis. On half of such awards would have vested on February 9, 2013 if performance targets were satisfied for 2011, but is expected to be forfeited on that date because the Company did not achieve the minimum 2011 performance target, as further described under Long-Term Incentive Compensation (Equity Awards) on page 34 and under 2011 Long-Term Incentive Plan Performance-Based RSUs; 2011 Actual Results on page 38. Assuming that performance targets are satisfied, the other half of such awards will vest on February 9, 2014. Also includes performance-based RSUs awarded on February 11, 2010, to Messrs. Besanko, Broad, Slone and Vero. Based on the satisfaction of performance targets, one half of each such award vested on February 11, 2012. The other half of the award would have vested on February 11, 2013 if performance targets were satisfied for 2011, but is expected to be forfeited on that date because the Company did not achieve the minimum 2011 performance target, as reflected in the table under 2010 Long-Term Incentive Plan; Award of Performance-Based RSUs; Actual Results Compared to Performance Metric on page 38. Also includes performance-based RSUs awarded on February 16, 2009, to Mr. Besanko and performance-based RSUs awarded on February 12, 2009, to Mr. Broad and Mr. Slone. Based on the satisfaction of performance targets, such award to Mr. Besanko vested on February 16, 2012 and such awards to Mr. Broad and Mr. Slone vested on February 12, 2012. The named executive officers are not entitled to any voting rights with respect to the RSUs and are not entitled to receive dividends on the RSUs. The outstanding 2011 awards are also listed in column (g) of the Grants of Plan-Based Awards table on page 52 and the grant date fair value for these awards is disclosed in column (e) of the Summary Compensation Table on page 49.

**Outstanding Equity Awards (Other than Long-Term Incentive Plan Awards)****Nonqualified Stock Option Award Agreements between the Company and Mr. Saligram****Option One**

On November 8, 2010, the Company granted Mr. Saligram an option to purchase 375,000 shares of Company common stock at an exercise price of \$18.15 to replace compensation that was forfeited when he terminated employment with his prior employer. The option will vest and become fully exercisable with respect to 33.33% of the option shares on each of the first three anniversaries of the grant date. The option vested and

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became fully exercisable with respect to 125,000 shares on November 8, 2011, and it will vest and become exercisable with respect to an additional 125,000 shares on each of the next two anniversaries. The award is subject to all the terms and conditions of the OMIPP and the option agreement.

If Mr. Saligram's employment with the Company is terminated prior to the third anniversary of the grant date because of death, Disability, without Cause by OfficeMax or for Good Reason by Mr. Saligram, the option will become fully vested and exercisable immediately upon termination. Disability, Cause, and Good Reason have the meanings defined in Mr. Saligram's Employment Agreement. If his employment is terminated for any other reason before the third anniversary of the grant date, any unvested options will be forfeited. The option, to the extent vested, must be exercised on or before the earliest of (a) the seventh anniversary of the grant date, (b) one year after Mr. Saligram terminates employment as a result of death or disability, as long as the nonsolicitation and noncompetition covenants of the option agreement have not been

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breached, and (c) three months after termination of employment for any other reason. The option will be cancelled immediately if Mr. Saligram is terminated for Cause. The exercise price may be paid through cashless exercise, transfer of existing stock, or cash.

In the event of a change in control, as defined in the option agreement, the vesting of the options may accelerate under certain circumstances described in the agreement. The option agreement includes nonsolicitation and noncompetition covenants stating that beginning on the grant date and ending one year after terminating employment with the Company, Mr. Saligram will not (a) commence employment or consult in North America (in the same or similar capacity as he was employed by the Company immediately prior to termination) with a Competitor, as defined in the option agreement, (b) solicit any Company customer, as defined in option agreement, to make sales described in the option agreement, (c) employ or solicit for employment any person who is, or was within 12 months prior to Mr. Saligram's termination date, an employee of the Company or (d) induce any supplier or business relation of the Company to cease doing business with the Company or otherwise interfere in the Company's relationship with the supplier.

***Option Two***

On November 8, 2010, the Company also granted Mr. Saligram an option to purchase 600,000 shares of our common stock at an exercise price of \$18.15 to encourage him to join the Company and to align his interests with those of our stockholders. The option will vest and become fully exercisable with respect to 33.33% of the option shares on each of the first three anniversaries of the grant date. The option vested and became fully exercisable with respect to 200,000 shares on November 8, 2011, and it will vest and become exercisable with respect to an additional 200,000 shares on each of the next two anniversaries.

All terms of this option agreement are identical to those of the first option agreement, described above, except that vesting of this option would not accelerate upon termination of Mr. Saligram's employment by the Company without Cause.

***2010 Restricted Stock Unit Award Agreement Time-Based between the Company and Mr. Saligram.***

On November 8, 2010, the Company granted Mr. Saligram 125,000 time-based RSUs to replace compensation that was forfeited when he terminated employment with his prior employer. The award had a grant date fair value of \$2,268,750 based on the Company's closing stock price of \$18.15 on the grant date. The award is subject to all the terms and conditions of the OMIPP and the award agreement. One-third of the award will vest on each of the first three anniversaries of the grant date. The award vested with respect to 41,666 shares on November 8, 2011, and will vest with respect to an additional 41,667 shares on each of the next two anniversaries. If paid, RSUs are paid in whole shares of Company common stock, with any fractional amount paid in cash.

The award agreement provides that if Mr. Saligram's employment with the Company terminates at any time after the award date and before November 8, 2013, all RSUs will both vest and be payable if Mr. Saligram terminates employment as a result of death or Disability or for Good Reason or Mr. Saligram is involuntarily terminated by the Company without Cause. Disability, Cause, and Good Reason have the meanings defined in Mr. Saligram's Employment Agreement. RSUs may not be sold or transferred prior to vesting. In addition, recipients of the RSUs do not receive dividends and do not have voting rights until the RSUs vest. In the event of a change in control, as defined in the award agreement, the vesting of the RSUs may accelerate under certain circumstances described in the award agreement.

The award agreement includes nonsolicitation and noncompetition covenant stating that beginning on the award date and ending one year after terminating employment with the Company, Mr. Saligram will not (a) commence employment or consult in North America (in the same or similar capacity as he was employed by the Company immediately prior to termination) with a Competitor, as defined in the award agreement, (b) solicit any Company customer, as defined in the award agreement, to make sales described in the agreement, (c) employ or solicit for employment any person who is, or was within 12 months prior to his termination date, an employee of the Company or (d) induce any supplier or business relation of the Company to cease doing business with the Company or otherwise interfere in the Company's relationship with the supplier.

**Table of Contents****2010 Retention Awards**

On August 13, 2010, the Executive Compensation Committee of the board of directors granted retention awards in the form of RSUs to Messrs. Besanko (66,881 RSUs), Broad (53,738 RSUs), Slone (48,756 RSUs) and Mr. Vero (62,054 RSUs). The awards had grant date fair values of \$740,373, \$594,880, \$539,729 and \$686,938, respectively, based on the Company's closing stock price of \$11.07 on the grant date. The awards are subject to all the terms and conditions of the OMIPP. One-third of each award vested on August 13, 2011 (22,293 RSUs for Mr. Besanko, 17,912 RSUs for Mr. Broad, 16,252 RSUs for Mr. Slone, and 20,684 RSUs for Mr. Vero), and with respect to the awards of Messrs. Besanko, Broad and Slone, an additional third of each award will vest on each of the next two anniversaries. Upon Mr. Vero's termination, a pro rata portion of the remaining two-thirds of his award vested and the remaining portion was forfeited. If paid, RSUs are paid in whole shares of Company common stock, with any fractional share amounts paid in cash.

The award agreement provides that the recipient must be employed by the Company in order for the RSUs to vest, subject to exceptions in certain circumstances including some involuntary terminations qualifying the recipient for severance under a Company plan, death or disability. In the event of some involuntary terminations qualifying the recipient for severance under a Company plan, death or disability, a pro rata amount of the RSUs will vest based on the number of full months worked by the recipient as of the date of termination as described in the award agreement. RSUs may not be sold or transferred prior to vesting. In addition, recipients of the RSUs do not receive dividends and do not have voting rights until the RSUs vest. In the event of a change in control, as defined in the award agreement, the vesting of the RSUs may accelerate under certain circumstances described in the agreement. The award agreement includes nonsolicitation and noncompetition covenants stating that beginning on the award date and ending one year after terminating employment with the Company, the recipient will not (i) employ or solicit for employment any person who is, or was within six months prior to the recipient's termination date, an employee of the Company or (ii) commence employment or consult (in a substantially similar capacity to any position held with the Company and with responsibility over the same geographic areas over which the recipient had responsibility during the last 12 months of employment) with any competitor engaged in the sale or distribution of products, or in the provision of services, in competition with the products sold or distributed or services provided by the Company. The award agreement states that violation of the nonsolicitation and noncompetition covenants will result in forfeiture of all RSUs and any shares of stock owned in settlement of RSUs on or after the date of violation.

**Vested Stock**

The following table describes the number of shares of stock acquired and the dollar amounts realized by named executive officers during the most recent fiscal year on the vesting of RSUs:

**STOCK VESTED FOR FISCAL YEAR ENDED DECEMBER 31, 2011**

Name	Stock Awards	
	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
(a)	(d)	(e) (1)
Ravi K. Saligram	41,666	\$ 212,497
Bruce Besanko	52,193	\$ 636,485
Matthew R. Broad	37,228	\$ 409,952
Michael J. Lewis		
Reuben Slone	34,878	\$ 390,271
Ryan T. Vero	49,872	\$ 583,621

- (1) We have estimated the value realized by multiplying the number of shares of stock received by the closing price per share on the applicable vesting date or, if applicable, on the last trading day before the vesting date: \$17.00 on February 12, 2011 (Messrs. Broad, Slone and Vero), \$15.35 on February 16, 2011 (Mr. Besanko), \$14.69 on February 19, 2011 (Messrs. Broad, Slone and Vero), \$5.75 on August 13, 2011 (Messrs. Besanko, Broad, Slone and Vero), \$5.10 on November 8, 2011 (Mr. Saligram), and \$4.74 on December 2, 2011 (Mr. Vero).

**Table of Contents****Other Compensation and Benefit Plans**

OfficeMax has established retirement and savings programs, health and welfare programs and other executive benefit programs as part of providing a competitive compensation program. Programs applicable to our elected officers are summarized below.

**Deferred Compensation****Executive Savings Deferral Plan**

On December 9, 2004, the Executive Compensation Committee of our board of directors adopted the ESDP. Our named executive officers are eligible to participate in the plan. Participants may defer a percentage of their salary and short-term incentive award. The deferral election must be made prior to the commencement of the deferral period and pursuant to Section 409A of the Internal Revenue Code. The percentage may not exceed 50% of the participant's salary and 90% of the participant's short-term incentive award, subject to the limitations described in the ESDP. In 2008, we made a matching credit to the participant's ESDP account in an amount equal to 50% of the compensation deferred by the participant (up to 3% of the participant's compensation and subject to other limitations). This matching contribution was suspended in March, 2009, but reinstated on January 1, 2011. A participant will not be vested in his or her matching contributions until such participant has completed three years of service with us. Each participant must allocate amounts credited to his or her account among various investment funds. Amounts deferred will be distributed, as more specifically described in the ESDP, at the time elected by the participant. The ESDP provides for payment in cash in a lump sum or in monthly installments, subject to minimum plan balance limits, as elected by the participant. Our competitors have similar plans in place. All of our named executive officers are eligible to participate in the ESDP and Mr. Slone elected to participate in 2011.

Mr. Vero previously participated in the ESDP and elected to receive his deferred amounts upon termination. Mr. Vero's estimated account balance in the ESDP was \$25,580 as of December 2, 2011. As a specified employee under Section 409A, his distributions from the ESDP plan are subject to a six-month delay and will be delayed in order to comply with Code Section 409A.

The table below sets forth information regarding the named executive officers' participation in the ESDP in 2011.

**NONQUALIFIED DEFERRED COMPENSATION**

Name	Executive Contributions in Last FY (\$ (1) (b))	Registrant Contributions in Last FY (\$ (2) (c))	Aggregate Earnings in Last FY (\$) (d)	Aggregate Withdrawals/ Distributions (\$) (e)	Aggregate Balance at Last FYE (\$) (3) (f)
Ravi K. Saligram					
Bruce Besanko					
Matthew R. Broad			\$ 1,673		\$ 117,323
Michael J. Lewis					
Reuben Slone	\$ 77,567	\$ 3,675	\$ 7,027		\$ 286,499
Ryan T. Vero			\$ -1,145		\$ 25,580

- (1) The executive contributions are included in the base salaries shown in the Summary Compensation Table on page 49 for the named executive officers who participated in the plan in 2011.
- (2) The Company matching contributions are included in the Other Compensation shown in the Summary Compensation Table on page 49 for the named executive officers who participated in the plan in 2011.
- (3) Mr. Broad's and Mr. Slone's aggregate balance amounts were not previously reported in the company's summary compensation tables in previous years, as they were not previously named executive officers. Mr. Vero's aggregate account balance is reflected as of December 2, 2011, the date his employment with the Company terminated.



**Table of Contents*****Deferred Compensation and Benefits Trust***

We have established an unfunded, deferred compensation and benefits trust that is intended to ensure that any successor Company honors deferred compensation obligations following a change in control. The trust will not increase the benefits to which any individual participant is entitled under the covered plans and agreements, which include the deferred compensation plan described above. If a potential change in control or an actual change in control of the Company (as defined in the plan and the agreements) occurs, the trust will be funded at the discretion of our Executive Compensation Committee. If the trust is funded, it will pay benefits to participants and beneficiaries under our nonqualified and unfunded deferred compensation plans and the executive officer agreements in accordance with the plans and agreements. The trustee will receive fees and expenses either from the Company or from the trust assets. If we become bankrupt or insolvent, the trust assets will be accessible to the claims of the Company's creditors.

***Pension Benefits***

The following table reflects the pension benefits of Mr. Broad:

**PENSION BENEFITS**

Name (a)	Plan Name (b)	Number of Years Credited Service (#) (c)	Present Value of Accumulated Benefits	Payments
			(\$) (d) (2)	During Last Fiscal Year (\$) (e)
Matthew R. Broad (1)	OfficeMax Pension Plan for Salaried Employees	20.33	\$ 334,217	
	OfficeMax Supplemental Pension Plan	20.33	\$ 48,284	

- (1) Mr. Broad is eligible to participate in the OfficeMax Pension Plan for Salaried Employees and the OfficeMax Supplemental Pension Plan. None of the other named executive officers are eligible to receive pension benefits. These pension benefits were frozen as of December 31, 2004. For Mr. Broad, these figures assume that he would retire at age 65.
- (2) The aggregate present value for both plans reflected above is approximately \$69,712 greater than the estimated aggregated present value for both plans as of December 25, 2010. The increase in present value is due to the shortening of the discount period and the decrease in the discount rate used to discount future benefit payments. The discount rate decreased from 5.64% as of December 25, 2010 to 4.93% as of December 31, 2011. See Note 12. Retirement and Benefit Plans Pension and Other Postretirement Benefit Plans Assumptions of the Notes to Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2011, for further information regarding assumptions used in quantifying these amounts.

***OfficeMax Pension Plan for Salaried Employees***

Mr. Broad is the only named executive officer eligible to participate in the OfficeMax Pension Plan for Salaried Employees (the Salaried Plan). The Salaried Plan entitles each vested employee, including executive officers, to receive a pension benefit at normal retirement equal to:

1.25% of the average of the highest five consecutive years of compensation (as defined in the plan) out of the last 10 years of employment ending December 31, 2004, multiplied by the participant's years of service through December 31, 2003,

plus

1.0% of the average of the highest five consecutive years of compensation (as defined in the plan) out of the last 10 years of employment ending December 31, 2004.



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Benefits under the Salaried Plan were frozen as of December 31, 2004 for all eligible participants. Effective November 1, 2003, new employees, rehired employees, and hourly employees who transferred to a full-time position were not eligible to participate in the plan. Under the Salaried Plan, compensation generally consists of the employee's base salary plus any amounts earned under the Company's variable incentive compensation programs other than its long-term incentive plans. Compensation and years of service, for purposes of the Salaried Plan, were frozen as of December 31, 2004. Annual compensation was limited to the applicable compensation limits for qualified pension plans, under Section 401(a)(17) of the Internal Revenue Code (the Code). As of December 31, 2004, the average of the highest five consecutive years of compensation for Mr. Broad for the prior ten years was approximately \$224,000 and the years of service for Mr. Broad was 20.33.

Benefits under the Salaried Plan are computed on a straight-life annuity basis and are not offset by social security or other retirement-type benefits. An eligible employee is 100% vested in his or her pension benefit after five years of service, not including breaks in service.

### ***OfficeMax Supplemental Pension Plan***

Mr. Broad is the only named executive officer eligible to participate in the OfficeMax Supplemental Pension Plan (the Supplemental Plan). The Supplemental Plan entitles each vested employee, including executive officers, to receive a monthly pension benefit at normal retirement equal to:

the maximum monthly normal retirement benefit earned, calculated in accordance with the benefit formula under the Salaried Plan and determined without regard to any limitations imposed by the Code that apply to the benefits under the Salaried Plan.

*minus*

the monthly equivalent of the maximum benefit permitted by the Code to be paid to the participant in the Salaried Plan, taking into account all limitations required by the Code in order for the Salaried Plan to retain its qualified status under Section 401 of the Code. Compensation under the Supplemental Plan means the participant's compensation as defined in the Salaried Plan, but without regard to any limitations required by Section 401(a)(17) of the Code, and including amounts voluntarily deferred upon Mr. Broad's election under any of the non-qualified deferred compensation plans of the Company. Compensation and years of service, for purposes of the Supplemental Plan, were frozen as of December 31, 2004. Mr. Broad had accrued 20.33 years of service when the plan was frozen.

### ***Change in Control Agreements***

Except with respect to Mr. Saligram, all of our employees, including our elected officers, are employed at the will of the Company. All of our named executive officers, however, have change in control agreements (other than Mr. Vero, whose employment terminated on December 2, 2011, and who had such an agreement prior to his termination) that formalize their severance benefits if the officer is terminated under the circumstances discussed below before or after a change in control of the Company (as defined in the agreement). The agreements provide severance benefits and protect other benefits that the officers have already earned or reasonably expect to receive under our employee benefit plans. The form of change in control agreement is the same for each named executive officer, except as indicated. See Change in Control Agreements on page 46 for additional information regarding the change in control agreements.

Under the change in control agreement, an officer will receive the benefits provided under the agreement if:

A change in control occurs, and

After the change in control (or, in certain circumstances described in the agreement, prior to the change in control) the officer's employment is terminated and the termination is a qualifying termination or qualifying early termination as defined in the change in control agreement, unless such termination is as a result of the officer's death, by the Company for cause or disability (as defined in the agreement) or by the officer for other than good reason (as defined in the agreement).



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Under the agreements, a change in control would include any of the following events:

Any person, as defined in the Securities Exchange Act of 1934, as amended, acquiring 25% or more of our outstanding common stock or combined voting power of our outstanding securities, unless that person acquires all such securities directly from the Company;

During a two-year period, a majority of our directors being replaced under certain circumstances;

A merger or consolidation of the Company with any other corporation (other than a merger or consolidation where a majority of the Company's directors continue as directors of the combined entity and the outstanding voting securities of the Company immediately prior to such an event continue to represent more than 50% of the combined voting power after such event, or a merger or consolidation implementing a recapitalization approved by the board where no person acquires 25% or more of the Company's voting securities); and

Approval by our stockholders to liquidate or dissolve the Company or to sell all or substantially all of the Company's assets in certain circumstances.

These agreements help ensure that we will have the benefit of these officers' services without distraction in the face of a potential change in control. The board of directors believes the agreements are in the best interests of our stockholders and the Company. See Change in Control Agreements on page 46.

The principal benefits under the agreements upon a qualifying termination or a qualifying early termination include:

The officer's salary through the termination date;

Severance pay equal to a multiple (two times for executive vice presidents and the president and chief executive officer) of the sum of the officer's annual base salary and target bonus. For all elected officers other than the president and chief executive officer, his or her target bonus will be the average annual incentive award earned during the three years preceding termination, unless the officer has not earned three annual awards, in which case it will be the target annual incentive award in the year in which termination occurs. For Mr. Saligram, the target incentive award would equal the target annual incentive award in the year in which termination occurs. This severance payment will be in lieu of any severance pay to which the officer would be entitled under the severance policy for executive officers; and

Pay for accrued but unused time off.

For all named executive officers, other than Mr. Saligram and Mr. Lewis, we will gross-up the officer's total payments under the agreement to cover any excise and other applicable taxes imposed by the Internal Revenue Service as a result of such payments such that the officer receives the full amount of payments due under the agreement, provided that if the value of the payments subject to excise taxes is not more than 110% of the value of payments that could be provided without triggering excise taxes, then the value of payments to the officer will be reduced to the amount that can be provided without triggering excise taxes. In 2010, the committee determined that all future change in control agreements would no longer include the gross-up provisions increasing the officer's total payments for excise taxes, and, as a result, Mr. Saligram's and Mr. Lewis' agreements contain substantially similar provisions regarding payment of excise taxes and/or reduction of payment, but do not require a gross-up.

The agreements also contain provisions allowing the officer to continue to participate in our benefit plans or to receive cash at the Company's discretion in lieu of participating, with the duration and cost of this arrangement differing depending on title.

Each agreement is effective for an initial term, then, on January 1st of each year, the agreement will automatically extend so as to terminate on the second anniversary of such date, unless we notify the officer by September 30th of the preceding year that we do not wish to extend the

agreement.

Each change in control agreement includes confidentiality, nonsolicitation and noncompetition clauses that differ among the named executive officer group. If a recipient of severance and other payments pursuant to the Company's change in control agreements were to breach these negative covenants, the

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agreements provide the Company with the right to seek equitable relief in a court of competent jurisdiction in connection with the enforcement of the covenants. Payment is not wholly or partially conditioned on adherence to the covenants. However, payment of the benefits provided in the change in control agreements is conditioned upon the recipient's execution and delivery to the Company of a customary general release of claims.

**Estimated Current Value of Change in Control Benefits**

The table below reflects the estimated amount of payments and other benefits (not including legal fees, if any, or payments made for accrued but unused vacation time) each named executive officer would receive under the change in control agreements, assuming that a change in control occurred on December 30, 2011, and based on our closing stock price as of that date of \$4.54. The figures below assume that the officer was terminated and that options and RSUs were not continued or replaced. Actual payments made under the agreements at any future date would vary depending in part upon what the executive has accrued under the variable compensation plans and benefit plans and upon the market price of our common stock. We recognize that our severance provisions and change in control provisions can at times overlap. Therefore all agreements or policies providing for such payments require that payments under one type of provision be appropriately adjusted downward if payments are made under a similar provision of another agreement or policy.

Name	Accrued But Unpaid Bonus (1)	Severance Amount (2)	Early Vesting of Stock Options (3)	Early Vesting of Restricted Stock (4)	Other (5)	Estimated Tax Gross Up (6)	Total
Ravi K. Saligram		\$ 3,600,000		\$ 701,448	\$ 89,481		\$ 4,390,929
Bruce Besanko		\$ 1,824,778	\$ 3,333	\$ 502,188	\$ 23,004		\$ 2,353,303
Matthew R. Broad		\$ 1,482,121		\$ 305,292	\$ 23,580		\$ 1,810,993
Michael J. Lewis		\$ 2,222,500		\$ 245,160	\$ 19,368		\$ 2,487,028
Reuben Slone		\$ 1,375,274		\$ 299,881	\$ 23,268		\$ 1,698,423

- (1) Amount of accrued and unpaid annual incentive bonus for 2011. No bonus was earned for 2011 because minimum performance measures were not met.
- (2) Assumes severance pay calculated as described under *Change in Control Agreements* on page 60.
- (3) Options would become fully vested and exercisable immediately upon a change in control occurring prior to full vesting if they are not continued or replaced following such change in control or if the executive is terminated in a qualifying termination, as defined in the pertinent agreement. The value of the options shown is calculated using the difference between our closing stock price as of December 30, 2011 (\$4.54 per share), and the option exercise price. The value of the options, other than Mr. Besanko's option granted February 16, 2009, is zero because the option exercise prices were higher than the applicable closing stock price on the measurement date.
- (4) RSUs in this amount become fully vested immediately upon a change in control if the awards are not continued or replaced following such change in control or if the executive is terminated in a qualifying termination, as defined in the pertinent agreement. The number shown represents the value determined by multiplying the number of RSUs by \$4.54, our per-share closing stock price as of December 30, 2011.
- (5) Includes the cost of continuing benefit plans as described in the change in control agreements. See *Change in Control Agreements* on page 60.
- (6) For all named executive officers, other than Mr. Saligram and Mr. Lewis, we will gross-up the officer's total payments under the agreement to cover any excise and other applicable taxes imposed by the Internal Revenue Service as a result of such payments such that the officer receives the full amount of payments due under the agreement, provided that if the value of the payments subject to excise taxes is not more than 110% of the value of payments that could be provided without triggering excise taxes, then the value of payments to the officer will be reduced to the amount that can be provided without triggering excise taxes. In 2010, the committee determined that all future change in control agreements would no longer include the gross-up provisions increasing the officer's total payments for excise taxes, and, as a result, Mr. Saligram's and Mr. Lewis' agreements contain substantially similar provisions regarding payment of excise taxes and/or reduction of payment but do not require a gross-up. The other officers would not receive gross-up payments for excise taxes because their payments would not exceed the applicable limits under Internal Revenue Service regulations.



**Table of Contents*****Estimated Termination Benefits******Mr. Saligram***

We entered into an Employment Agreement with Mr. Saligram, effective November 8, 2010, to serve as our President and Chief Executive Officer.

Effective on the same date, we entered into a change in control agreement with Mr. Saligram. The payments and benefits he would be entitled to under that agreement are set forth in the Estimated Current Value of Change in Control Benefits table on page 62.

November 8, 2010, we entered into a nondisclosure and fair competition agreement with Mr. Saligram. This agreement requires Mr. Saligram to refrain from divulging confidential information of the Company during the course of his employment, except when such disclosure is a necessary part of the performance of Mr. Saligram's duties and obligations for the Company. The agreement also includes non-solicitation and noncompetition covenants stating that beginning on the date of the agreement and ending one year after terminating employment with the Company, Mr. Saligram will not (a) commence employment or consult in North America (in the same or similar capacity as he was employed by the Company immediately prior to termination) with a competitor, as defined below, (b) solicit any Company customer, as defined in the agreement, for the purpose of selling, distributing, purchasing or obtaining goods or services described in the agreement, (c) employ or solicit for employment any person who is, or was within 12 months prior to his termination date, an employee of the Company or (d) induce any supplier or business relation of the Company to cease doing business with the Company or otherwise interfere in the Company's relationship with the supplier. The agreement also contains a standard non-disparagement clause. A competitor under the agreement is an entity for whom greater than 35% of its North American revenues are comprised of the direct sale or distribution of office supplies, office furniture, technology-related office products or computer consumables actually sold by the Company, print and document services, or related office products or services (not including any business entity or person principally engaged in the manufacture and distribution of computer hardware, software or peripherals).

***Estimated Current Value of Potential Payments to Mr. Saligram Upon Termination***

The Company would be required to provide compensation to Mr. Saligram in the event of termination of his employment under certain circumstances. The table below reflects the estimated amount of payments and other benefits Mr. Saligram would receive upon his termination in each situation assuming that such event occurred on December 30, 2011, and based on our closing stock price as of that date of \$4.54. Actual payments made at any future date would vary, depending in part upon what Mr. Saligram has accrued under the variable compensation plans and benefit plans and upon the market price of our common stock. The table below does not include any payments or benefits to which Mr. Saligram would be entitled upon a change in control of the Company. Such amounts are set forth in the Estimated Current Value of Change in Control Benefits table on page 62. The table also does not include payments for accrued but unused vacation time for which Mr. Saligram may be eligible. If Mr. Saligram's employment is terminated under circumstances entitling him to severance benefits under the change in control agreement, the severance payments due under his Employment Agreement would be offset by similar payments and benefits provided under the change in control agreement.

Benefits and	Involuntary Not for Cause Termination, or Termination for Good Reason	Death or Disability	For Cause or Voluntary Termination Other Than for Good Reason
<b>Payments Upon Termination</b>			
Severance Amount (1)	\$ 1,825,231		
Early Vesting of Restricted Stock (2)	\$ 490,529	\$ 490,529	
<b>Total</b>	<b>\$ 2,315,761</b>	<b>\$ 490,529</b>	

- (1) Two times Mr. Saligram's base salary immediately prior to the date of termination pursuant to the terms of his employment agreement (\$1,800,000), plus the estimated cost of health and welfare benefits for 24 months (\$25,231).

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- (2) All of Mr. Saligram's 83,334 unvested RSUs awarded to him upon commencement of his employment, plus 24,712 RSUs, which represents a pro rata amount of his other unvested RSUs, would vest. The number shown represents the value determined by multiplying the number of RSUs by our closing stock price as of December 30, 2011.

**Mr. Besanko**

We entered into an offer letter with Mr. Besanko, effective February 16, 2009, to serve as our chief financial officer.

Effective on the same date, we entered into a change in control agreement with Mr. Besanko. The payments and benefits he would be entitled to under that agreement are set forth in the *Estimated Current Value of Change in Control Benefits* table on page 62.

On March 2, 2009, we entered into a nondisclosure and noncompetition agreement with Mr. Besanko. This agreement requires Mr. Besanko to refrain from divulging confidential information of the Company during the course of his employment, except when such disclosure is a necessary part of a merchandise sale negotiation with a customer, and after termination of employment. Mr. Besanko may not be employed by or contract with a seller or distributor of office supplies, office furniture, computer consumables or related office products or services in North America in the same or similar capacity as he was employed by OfficeMax for a period of 12 months after termination of employment. During employment and for two years after termination, Mr. Besanko agrees not to solicit current or certain former customers, current or certain former employees or current or certain former suppliers of the Company. The agreement also contains a standard non-disparagement clause.

**Estimated Current Value of Potential Payments to Mr. Besanko Upon Termination**

The Company would be required to provide compensation to Mr. Besanko in the event of termination of his employment under certain circumstances. The table below reflects the estimated amount of payments and other benefits Mr. Besanko would receive upon his termination in each situation assuming that such event occurred on December 30, 2011, and based on our closing stock price as of that date of \$4.54. Actual payments made at any future date would vary, depending in part upon what Mr. Besanko has accrued under the variable compensation plans and benefit plans and upon the market price of our common stock. The table below does not include any payments or benefits to which Mr. Besanko would be entitled upon a change in control of the Company. Such amounts are set forth in the *Estimated Current Value of Change in Control Benefits* table on page 62. The table also does not include payments for accrued but unused vacation time for which Mr. Besanko may be eligible. If Mr. Besanko's employment is terminated under circumstances entitling him to severance benefits under the change in control agreement, the severance payments due under the severance policy for executive officers would be offset by similar payments and benefits provided under the change in control agreement.

Benefits and	Involuntary Not for		For Cause or Voluntary Termination Other Than for Good Reason
	Cause Termination, or Termination for Good Reason	Death or Disability	
<b>Payments Upon Termination</b>			
Severance Amount (1)	\$ 621,585		
Early Vesting of Restricted Stock (2)	\$ 347,210	\$ 347,210	
<b>Total</b>	\$ 968,796	\$ 347,210	

- (1) One year of base salary (\$610,069) under the Company's severance policy applicable to executive officers and the cost of health and welfare benefits for 12 months (\$11,516).
- (2) 76,478 RSUs, which constitutes a pro rata amount of his unvested RSUs, would vest. The number shown represents the value determined by multiplying the number of RSUs by our closing stock price as of December 30, 2011.



**Table of Contents****Mr. Broad**

On April 11, 2005, we entered into a change in control agreement with Mr. Broad, our executive vice president, general counsel. The payments and benefits he would be entitled to under that agreement are set forth in the *Estimated Current Value of Change in Control Benefits* table on page 62. The change in control agreement was amended effective January 1, 2009, to comply with Section 409A.

**Estimated Current Value of Potential Payments to Mr. Broad Upon Termination**

The Company would be required to provide compensation to Mr. Broad in the event of termination of his employment under certain circumstances. The table below reflects the estimated amount of payments and other benefits Mr. Broad would receive upon his termination in each situation assuming that such event occurred on December 30, 2011, and based on our closing stock price as of that date of \$4.54. Actual payments made at any future date would vary, depending in part upon what Mr. Broad has accrued under the variable compensation plans and benefit plans and upon the market price of our common stock. The table below does not include any payments or benefits to which Mr. Broad would be entitled upon a change in control of the Company. Such amounts are set forth in the *Estimated Current Value of Change in Control Benefits* table on page 62. The table also does not include payments for accrued but unused vacation time for which Mr. Broad may be eligible or payments that Mr. Broad may receive under the ESDP, the Salaried Plan, or the Supplemental Plan, which are described above under *Deferred Compensation* on page 58 and *Pension Benefits* on page 59. If Mr. Broad's employment is terminated under circumstances entitling him to severance benefits under the change in control agreement, the severance payments due under the severance policy for executive officers would be offset by similar payments and benefits provided under the change in control agreement.

Benefits and Payments Upon Termination	Involuntary Not for Cause Termination, or Termination for Good Reason	Death or Disability	For Cause or Voluntary Termination Other Than for Good Reason
	Severance Amount (1)	\$ 502,770	
Early Vesting of Restricted Stock (2)	\$ 193,172	\$ 193,172	
<b>Total</b>	<b>\$ 695,942</b>	<b>\$ 193,172</b>	

(1) One year of base salary (\$490,177) under the Company's severance policy applicable to executive officers and the cost of health and welfare benefits for 12 months (\$12,593).

(2) 42,549 RSUs, which constitutes a pro rata amount of his unvested RSUs, would vest. The number shown represents the value determined by multiplying the number of RSUs by our closing stock price as of December 30, 2011.

**Mr. Lewis**

We entered into an offer letter with Mr. Lewis, effective May 2, 2011, to serve as our executive vice president and president, retail.

On May 2, 2011, we entered into a change in control agreement with Mr. Lewis. The payments and benefits he would be entitled to under that agreement are set forth in the *Estimated Current Value of Change in Control Benefits* table on page 62.

On May 2, 2011, we entered into a nondisclosure and fair competition agreement with Mr. Lewis. This agreement requires Mr. Lewis to refrain from divulging confidential information of the Company during the course of his employment, except when such disclosure is a necessary part of the performance of his duties and obligations for the Company. It also includes a noncompetition covenants that states that, beginning on the date of the agreement and ending one year after terminating employment with the Company, Mr. Lewis will not commence employment or consult (in the same or similar capacity as he was employed by the Company) with any entity or person for whom greater than 35% of its North American revenues are comprised of the direct sale or distribution of office supplies, office furniture, technology-related office products or computer consumables actually sold by the Company, print and document services, or related office products or services (not including any business entity or person principally engaged in the manufacture and distribution of computer hardware, software or peripherals).

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The agreement also includes non-solicitation covenants stating that beginning on the date of the agreement and ending two years after terminating employment with the Company, Mr. Lewis will not (a) solicit any Company customer or supplier, as each is defined in the agreement, for the purpose of selling, distributing, purchasing or obtaining goods or services described in the agreement, (b) employ or solicit for employment any person who is, or was within 12 months prior to his termination date, an employee of the Company, or (c) induce any supplier or business relation of the Company to cease doing business with the Company or otherwise interfere in the Company's relationship with the supplier. The agreement also contains a standard non-disparagement clause.

***Estimated Current Value of Potential Payments to Mr. Lewis Upon Termination***

The Company would be required to provide compensation to Mr. Lewis in the event of termination of his employment under certain circumstances. The table below reflects the estimated amount of payments and other benefits Mr. Lewis would receive upon his termination in each situation assuming that such event occurred on December 30, 2011, and based on our closing stock price as of that date of \$4.54. Actual payments made at any future date would vary, depending in part upon what Mr. Lewis has accrued under the variable compensation plans and benefit plans and upon the market price of our common stock. The table below does not include any payments or benefits to which Mr. Lewis would be entitled upon a change in control of the Company. Such amounts are set forth in the Estimated Current Value of Change in Control Benefits table on page 62. The table also does not include payments for accrued but unused vacation time for which Mr. Lewis may be eligible. If Mr. Lewis' employment is terminated under circumstances entitling him to severance benefits under the change in control agreement, the severance payments due under the severance policy for executive officers would be offset by similar payments and benefits provided under the change in control agreement.

Benefits and	Involuntary Not for	For Cause or Voluntary	
	Cause Termination, or Termination for Good Reason	Death or Disability	Termination Other Than for Good Reason
<b>Payments Upon Termination</b>			
Severance Amount (1)	\$ 643,241		
Early Vesting of Restricted Stock (2)	\$ 54,071	\$ 54,071	
<b>Total</b>	\$ 697,312	\$ 54,071	

(1) One year of base salary (\$635,000) under the Company's severance policy applicable to executive officers and the cost of health and welfare benefits for 12 months (\$8,241).

(2) 11,910 RSUs, which constitutes a pro rata amount of his unvested RSUs, would vest. The number shown represents the value determined by multiplying the number of RSUs by our closing stock price as of December 30, 2011.

***Mr. Slone***

We entered into an offer letter with Mr. Slone, dated October 14, 2004, to serve as our executive vice president, supply chain.

On April 11, 2005, we entered into a change in control agreement with Mr. Slone. The payments and benefits he would be entitled to under that agreement are set forth in the Estimated Current Value of Change in Control Benefits table on page 62. The change in control agreement was amended effective January 1, 2009, to comply with Section 409A.

***Estimated Current Value of Potential Payments to Mr. Slone Upon Termination***

The Company would be required to provide compensation to Mr. Slone in the event of termination of his employment under certain circumstances. The table below reflects the estimated amount of payments and other benefits Mr. Slone would receive upon his termination in each situation assuming that such event occurred on December 30, 2011, and based on our closing stock price as of that date of \$4.54. Actual

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payments made at any future date would vary, depending in part upon what Mr. Slone has accrued under the variable compensation plans and benefit plans and upon the market price of our common stock. The table below does not include any payments or benefits to which Mr. Slone would be entitled upon a change in control of the Company. Such amounts are set forth in the Estimated Current Value of Change in Control Benefits table on page 62. The table also does not include payments for accrued but unused vacation time for which Mr. Slone may be eligible or payments that Mr. Slone may receive under the ESDP, which is described above under Deferred Compensation on page 58. If Mr. Slone's employment is terminated under circumstances entitling him to severance benefits under the change in control agreement, the severance payments due under the severance policy for executive officers would be offset by similar payments and benefits provided under the change in control agreement.

Benefits and	Involuntary Not for Cause Termination, or Termination for Good Reason	Death or Disability	For Cause or Voluntary Termination Other Than for Good Reason
<b>Payments Upon Termination</b>			
Severance Amount (1)	\$ 472,521		
Early Vesting of Restricted Stock (2)	\$ 188,156	\$ 188,156	
<b>Total</b>	<b>\$ 660,677</b>	<b>\$ 188,156</b>	

- (1) One year of base salary (\$460,000) under the Company's severance policy applicable to executive officers and the cost of health and welfare benefits for 12 months (\$12,521).
- (2) 41,444 RSUs, which constitutes a pro rata amount of his unvested RSUs, would vest. The number shown represents the value determined by multiplying the number of RSUs by our closing stock price as of December 30, 2011.

**Mr. Vero**

**Actual Payments to Mr. Vero Upon Termination**

On December 19, 2011, Mr. Vero and the Company entered into a waiver of claims and general release (the Release). Pursuant to the Release, Mr. Vero will receive (a) severance pay for a period of 12 months based upon Mr. Vero's ending annual salary, (b) any amounts due to Mr. Vero pursuant to the Company's long-term incentive programs or annual incentive programs, subject to the terms of those programs, (c) continued health, dental and vision coverage at the associate rate for a 12-month period, and (d) outplacement counseling services in an amount up to \$25,000, to be paid directly to the outplacement provider. In exchange for these benefits, Mr. Vero released the Company and its affiliates from and for all suits, causes of action, claims and demands that Mr. Vero had or may have had as of the date of the Release. The Release also contains confidentiality, noncompetition or non-solicitation provisions that apply during the term the Company provides benefits to Mr. Vero pursuant to the Release.

The table below shows the compensation paid or payable by the Company to Mr. Vero upon his departure on December 2, 2011:

**Benefits and****Payments Upon Termination**

Accrued But Unpaid Bonus (1)	\$
Severance Salary Amount (2)	\$ 566,032
Early Vesting of Restricted Stock (3)	\$ 102,133
Other Benefits (4)	\$ 70,584
<b>Total</b>	<b>\$ 738,749</b>

- (1) Pursuant to the Release, based upon his termination date, Mr. Vero was eligible to receive a payment in February, 2012 under the 2011 annual incentive program if one had been earned. Performance measures were not met for 2011 and no payments were made under the program.

- (2) One year of severance pay under the Company's severance policy applicable to executive officers, based on Mr. Vero's \$566,032 annual salary on the date of his termination.

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- (3) 21,547 RSUs, which constituted a pro rata amount of the unvested RSUs granted to him on August 13, 2010, vested. The number shown represents the value determined by multiplying the number of RSUs by \$4.74, the closing price of our common stock on December 2, 2011.
  
- (4) The estimated cost of health and welfare benefits for 12 months (\$11,801) and payments to Mr. Vero for unused vacation time accrued through the date of termination (\$58,783).

**Table of Contents****Stock Ownership****Directors and Executive Officers**

The directors, nominees for director, and executive officers furnished the following information to us regarding the shares of our common stock that they beneficially owned on December 31, 2011.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership  (Number of Shares)	Percent of Class
<b>Directors (1)</b>		
Warren F. Bryant	387	*
Joseph M. DePinto		*
Rakesh Gangwal	12,287	*
V. James Marino		*
William J. Montgoris		*
Francesca Ruiz de Luzuriaga	10,497	*
Ravi K. Saligram	507,001	*
David M. Szymanski		*
<b>Other Named Executive Officers (2)</b>		
Bruce Besanko	327,206	*
Matthew R. Broad	146,329	*
Michael J. Lewis		*
Reuben Slone	151,729	*
Ryan T. Vero (3)	152,323	*
All directors, nominees for director, and executive officers as a group (1)(2)(4)	1,228,938	1.4%

\* Less than 1% of class as of December 31, 2011 (total outstanding common stock on that date was 86,158,662 shares).

- (1) Beneficial ownership for the directors includes all shares held of record or in street name, plus options granted but unexercised under the Director Stock Compensation Plan ( DSCP ), Director Stock Option Plan ( DSOP ) and OMIPP, described beginning on page 13 under Director Compensation. The number of shares subject to options under the DSCP included in the beneficial ownership table is as follows: Ms. Ruiz de Luzuriaga, 3,997 shares; and Mr. Bryant, 387 shares; Mr. Gangwal, 6,787 shares; and directors as a group, 11,171 shares. The number of shares subject to options under the DSOP included in the beneficial ownership table is as follows: Ms. Ruiz de Luzuriaga, 2,500 shares; Mr. Gangwal, 2,500 shares; and directors as a group, 5,000 shares. The number of shares subject to options under the OMIPP included in the beneficial ownership table is as follows: Ms. Ruiz de Luzuriaga, 3,000 shares; Mr. Gangwal, 3,000 shares; Mr. Saligram, 393,306 shares; and directors as a group, 399,306 shares. RSUs held by our directors other than Mr. Saligram are not included in this table because they are not paid in shares of our common stock until a director terminates his or her board service. Additional information regarding our directors' outstanding RSU and option awards is set forth in the footnote 3 to the Director Compensation table under Director Compensation on page 13.
- (2) Beneficial ownership for these named executive officers includes all shares held of record or in street name; plus unexercised, vested option shares; shares subject to options that vested within sixty days of December 31, 2011; and shares subject to RSUs that vested within sixty days of December 31, 2011. For further information regarding the shares subject to the options and RSUs, see the Award Tables beginning on page 51. The following table indicates the nature of each named executive's stock ownership. It also shows the number of unexercised, unvested option shares and the number of unvested RSUs shares, none of which are included in the beneficial ownership table. Shares are considered beneficially owned, for purposes of the beneficial ownership table only, if the officer has a right to acquire beneficial ownership within sixty days of December 31, 2011, unless otherwise indicated in these footnotes.



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	Common Shares Owned	Unexercised, Vested Option Shares	Unexercised, Option Shares Vesting Within 60 Days	RSU Shares Vesting and Paid Within 60 Days(a)	Unexercised, Unvested Option Shares	Unvested RSU Shares(b)
Ravi K. Saligram	113,695	325,000	68,306		786,614	154,504
Bruce Besanko	33,458	149,637	95,638	48,473	41,639	65,451
Matthew R. Broad(c)	45,735	43,420	35,445	19,837	27,469	49,591
Michael J. Lewis					68,570	54,000
Reuben Slone	67,313(d)	27,087	37,492	19,837	31,562	48,399
Ryan T. Vero	83,708	41,137		27,478		29,405
Executive officers as a group(e)	281,249	567,706	256,805	98,115	1,181,528	411,199

- (a) Consists of the actual number of shares paid out with respect to performance-based RSUs within 60 days of December 31, 2011.
- (b) With respect to performance-based RSUs, reflects the number of shares that will be paid out if the performance-based RSUs objectives are achieved at target levels.
- (c) Mr. Broad also beneficially owned 2,302 shares of the Company's convertible preferred stock, Series D, in the ESOP fund as of December 31, 2011, which were convertible into 1,892 shares of our common stock. These shares of common stock are included in Mr. Broad's share total in the beneficial ownership table above.
- (d) Includes 67,313 shares held by a trust of which Mr. Slone is the trustee and sole beneficiary.
- (e) Our executive officers at December 31, 2011, consisted of Messrs. Saligram, Besanko, Broad, Lewis, Slone, Jim Barr, and Steve Parsons and Ms. Deb O'Connor.
- (3) Based on information as of December 2, 2011, the date Mr. Vero's employment with the Company terminated, and after giving effect to the termination.
- (4) Our executive officers at December 31, 2011 consisted of Messrs. Saligram, Besanko, Broad, Lewis, Slone, Jim Barr, and Steve Parsons and Ms. Deb O'Connor. Our executive officers (individually or as a group) do not own more than 1% of the Company's Series D Preferred Stock (ESOP).

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires our directors and executive officers, including our named executive officers, and any person who owns more than 10% of a registered class of our equity securities (collectively, "Reporting Persons"), to file reports of holdings and transactions in OfficeMax stock with the SEC and the NYSE. Based on a review of Forms 3, 4 and 5 and any amendments thereto, we believe that, except as follows, in 2011 our Reporting Persons made all required Section 16(a) filings on a timely basis: Michael MacDonald, our former executive vice president and president, contract, had one late filing with respect to one transaction (the forfeiture of his RSUs upon his resignation for personal reasons).



**Table of Contents****Ownership of More Than 5% of OfficeMax Stock**

As of December 31, 2011, the table below describes each person or entity that we know (based on filings on Schedule 13G or 13D with the SEC) to be the beneficial owner of more than 5% of any class of our voting securities.

Name and Address of Beneficial Owner	Voting Power		Investment Power		Total Amount of Beneficial Ownership	Percent of Class (1)
	Sole	Shared	Sole	Shared		
<b>Common Stock, \$2.50 Par Value (2)</b>						
Thornburg Investment Management Inc. 2300 North Ridgeway Road  Santa Fe, NM 87506						
	8,239,314		8,239,314		8,239,314	9.56%
Joint filing by: Edward C. Johnson 3d  FMR LLC  Fidelity Management & Research Company  82 Devonshire Street  Boston, MA 02109						
	1,516,620		7,139,084		7,139,084	8.29%
BlackRock, Inc. 40 East 52nd Street  New York, NY 10022						
	6,422,869		6,422,869		6,422,869	7.45%
Wells Fargo & Company 420 Montgomery Street  San Francisco, CA 94104						
	2,897,104		3,962,847	16,200	4,391,729	5.10%
The Vanguard Group, Inc. 100 Vanguard Boulevard  Malvern, PA 19355						
	127,474		4,236,642	127,474	4,364,116	5.07%
<b>Convertible Preferred Stock, Series D (3)</b>						
Vanguard Fiduciary Trust Company, as Trustee for the OfficeMax Incorporated Employee Stock Ownership Plan 100 Vanguard Blvd. Malvern, PA 19355						
	638,353		638,353		638,353	100%

(1) The percentages in the table are based on the 86,158,662 shares of common stock outstanding as of December 31, 2011.

(2) Consists of shares beneficially owned by the reporting persons, as reported in the following applicable filings: BlackRock, Inc., Schedule 13G/A filed February 10, 2012; Edward C. Johnson 3d and joint filers, Schedule 13G/A filed February 14, 2012; Thornburg Investment Management Inc., Schedule 13G filed February 3, 2012; The Vanguard Group, Inc., Schedule 13G filed February 8, 2012; and Wells Fargo & Company, Schedule 13G filed January 26, 2012.

(3)

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The shares of preferred stock held by the Employee Stock Ownership Plan fund of the Savings Plan represent less than 1% of the Company's voting securities outstanding as of December 31, 2011.

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**Other Information**

***2011 Related Person Transactions***

We appointed Jim Barr as our executive vice president and chief digital officer in November, 2011. From July, 2011, until his appointment, Mr. Barr worked with our e-commerce business in an advisory capacity pursuant to a consulting agreement. Pursuant to that agreement, OfficeMax paid him \$177,640 for his consulting services.

***Stockholder Proposals for the 2013 Annual Meeting***

If you wish to submit a proposal to be included in our 2013 proxy statement, we must receive it no later than November 20, 2012.

All other proposals to be presented at the meeting must be delivered to our corporate secretary, in writing, no later than February 3, 2013. According to our Bylaws, your notice must include:

A brief description of the business you wish to bring before the meeting and the reasons for conducting the business at the meeting;

Your name and address;

The class and number of shares of our stock that you beneficially own; and

Any material interest you have in the business to be brought before the meeting.

The chairperson of the meeting may disregard any business not properly brought before the meeting according to our Bylaws.

***Stockholder Nominations for Directors***

If you wish to suggest a nominee for the Governance and Nominating Committee's consideration, write to OfficeMax Incorporated, *Attention* Corporate Secretary, 263 Shuman Boulevard, Naperville, Illinois 60563. You should describe in detail your proposed nominee's qualifications and other relevant biographical information and indicate whether the proposed nominee is willing to accept nomination.

The Governance and Nominating Committee will consider director nominees proposed by stockholders for election at the annual stockholders meeting if our corporate secretary receives a written nomination not less than 30 days nor more than 60 days in advance of the meeting.

According to our Bylaws, your notice of nomination must include:

Your name and address;

Each nominee's name, age and address;

Each nominee's principal occupation or employment;

The number of shares of our stock that the nominee beneficially owns;

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The number of shares of our stock that you beneficially own;

Any other information that must be disclosed about nominees in proxy solicitations under Regulation 14A of the Securities Exchange Act of 1934; and

Each nominee s executed consent to serve as our director if elected.

The chairperson of the meeting may disregard any nomination not made in accordance with the above procedures.

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***OfficeMax's Annual Report on Form 10-K***

We made our Annual Report on Form 10-K for the year ended December 31, 2011, available online with this proxy statement. **Paper copies of our Annual Report on Form 10-K can be obtained at no charge from our Investor Relations Department, 263 Shuman Boulevard, Naperville, Illinois 60563, 630-864-6800, investor@officemax.com.** You can find our SEC filings, including our Annual Report on Form 10-K, on our website *investor.officemax.com* by clicking on SEC Filings, or through the SEC's website at *www.sec.gov*.

***We request that you promptly request a proxy card to sign, date, and return or provide voting instructions over the telephone or through the Internet so that your vote will be included at the meeting.***

Susan Wagner-Fleming

Senior Vice President

and Corporate Secretary

March 20, 2012

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OfficeMax is a registered trademark of OMX, Inc.

**IMPORTANT**

Your vote is important. Please take a moment to vote via telephone or the Internet or REQUEST, SIGN, DATE and promptly MAIL a proxy card. If your shares of stock are held in the name of a brokerage firm, bank, nominee or other institution, please provide voting instructions to that institution in accordance with the voting instructions provided to you by that institution. If you have any questions or need assistance in voting your stock, please call:

**D. F. King & Co., Inc.**

48 Wall Street

New York, NY 10005

Phone: (800) 269-6427

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**OFFICEMAX INCORPORATED**

**C/O WELLS FARGO SHAREOWNER SERVICES**

**P.O. BOX 64945**

**ST. PAUL, MINNESOTA 55164-0945**

**VOTE BY INTERNET - [www.proxvote.com](http://www.proxvote.com)**

Use the Internet to transmit your voting instructions and to view our proxy materials up until 11:59 P.M. Eastern Time on April 29, 2012 for all shares of stock other than preferred stock held in the Employee Stock Ownership Plan, for which the deadline is 11:59 P.M. Eastern Time on April 25, 2012. Have your voting instruction card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

If you are receiving paper copies of our proxy materials and you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future notices, proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time on April 29, 2012, for all shares of stock other than preferred stock held in the Employee Stock Ownership Plan, for which the deadline is 11:59 P.M. Eastern Time on April 25, 2012. Have your voting instructions card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your voting instruction card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717 up until 11:59 P.M. Eastern Time on April 29, 2012, for all shares of stock other than the preferred stock held in the Employee Stock Ownership Plan, for which the deadline is 11:59 P.M. Eastern Time on April 25, 2012.

**PREFERRED STOCK HELD IN THE EMPLOYEE STOCK OWNERSHIP PLAN**

This proxy covers all Series D Convertible Preferred Stock in the Employee Stock Ownership Plan fund for which the undersigned has the right to give voting instructions to Vanguard Fiduciary Trust Company. This proxy, when properly executed, will be voted as directed. If no direction is given to the Trustee by 11:59 P.M. Eastern Time on April 25, 2012, the Plan's Trustee will vote the shares held in the Plan in the same proportion as shares voted by other plan participants.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED. DETACH AND RETURN THIS PORTION ONLY**

**OFFICEMAX INCORPORATED**

The Board of Directors unanimously recommends you vote **FOR** each of the nominees in Proposal 1, **FOR** Proposal 2 and **FOR** Proposal 3.

**Vote on Directors**

1. Election of Directors

**Nominees:**

	<b>For</b>	<b>Against</b>	<b>Withhold</b>
1a. Warren F. Bryant	..	..	..
1b. Joseph M. DePinto	..	..	..
1c. Rakesh Gangwal	..	..	..
1d. V. James Marino	..	..	..
1e. William J. Montgoris	..	..	..
1f. Francesca Ruiz de Luzuriaga	..	..	..
1g. Ravichandra K. Saligram	..	..	..
1h. David M. Szymanski	..	..	..

**Vote on Proposals**

	<b>For</b>	<b>Against</b>	<b>Abstain</b>
2. Appointment of KPMG LLP as independent registered public accounting firm for 2012.	..	..	..
3. Adoption, on a non-binding, advisory basis, of a resolution approving the compensation of our named executive officers described under the heading <b>Executive Compensation</b> in the proxy statement.	..	..	..

Please indicate if you plan to attend this meeting.

	<b>Yes</b>	<b>No</b>
	..	..

Signature [PLEASE SIGN WITHIN BOX]

Date

Signature (Joint Owners)

Date



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Dear Stockholder:

OfficeMax Incorporated will hold its annual meeting of stockholders at Hotel Arista at CityGate Centre, 2139 City Gate Lane, Naperville, IL 60563, at 2:00 p.m., Central Daylight Time, on April 30, 2012. Please take a moment to vote the shares of stock for the upcoming annual meeting of shareholders.

Your vote is important.

Broadridge, an independent tabulator, will receive and tabulate the proxy cards.

If you also hold shares of stock through a bank, brokerage firm or other nominee, you will receive separate proxy card(s) or voting instruction card(s) to vote those shares. To be sure that all of the shares of stock are voted at the meeting, follow the instructions on each separate proxy card that you receive.

**SHARES HELD IN THE EMPLOYEE STOCK OWNERSHIP PLAN**

This proxy covers all Series D Convertible Preferred Stock in the Employee Stock Ownership Plan fund for which the undersigned has the right to give voting instructions to Vanguard Fiduciary Trust Company. This proxy, when properly executed, will be voted as directed. If no direction is given to the Trustee by 11:59 p.m. Eastern Time on April 25, 2012, the Plan's Trustee will vote the shares held in the Plan in the same proportion as shares voted by other Plan participants.

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**

The Notice and Proxy Statement and Form 10-K are available at [www.proxyvote.com](http://www.proxyvote.com).

**VOTING INSTRUCTION CARD**

**OFFICEMAX INCORPORATED**  
**ANNUAL MEETING OF SHAREHOLDERS**  
**APRIL 30, 2012**

**SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF OFFICEMAX  
INCORPORATED**

The stockholder signing this card appoints Matthew R. Broad, Susan M. Wagner-Fleming and Tony Giuliano as proxies, each with the power to appoint a substitute. They are directed to vote (as indicated on the reverse side of this card) all of the stockholder's OfficeMax Incorporated stock held on March 5, 2012 at the company's annual meeting to be held on April 30, 2012, and at any adjournment or postponement of that meeting. They are also given discretionary authority to vote on any other matters that may properly be presented at the meeting. All previous proxies are hereby revoked.

This proxy will be voted according to your instructions. **If you sign and return the card but do not vote on these matters, then each of the nominees and proposals 2 and 3 will receive FOR votes.**

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**\*\*\* Exercise Your *Right to Vote* \*\*\***

**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on April 30, 2012.**

**OFFICEMAX INCORPORATED**

*OFFICEMAX INCORPORATED*

*C/O WELLS FARGO SHAREOWNER SERVICES*

*P.O. BOX 64945*

*ST. PAUL, MINNESOTA 55164-0945*

**Meeting Information**

**Meeting Type:** Annual

**For holders as of:** March 5, 2012

**Date:** April 30, 2012 **Time:** 2:00 P.M. CDT

**Location:** Hotel Arista

at CityGate Centre

2139 City Gate Lane

Naperville, IL 60563

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

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**Before You Vote**

How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

NOTICE AND PROXY STATEMENT AND FORM 10-K

**How to View Online:**

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:*            [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE:*        1-800-579-1639
- 3) *BY E-MAIL\*:*            [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 16, 2012 to facilitate timely delivery.

**How To Vote**

## Edgar Filing: OFFICEMAX INC - Form DEF 14A

### Please Choose One of the Following Voting Methods

**Vote In Person:** Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

**Vote By Phone:** To vote now by phone, call 1-800-690-6903. Have the 12 Digit Control Number available and follow the instructions.

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**Voting items**

**The Board of Directors unanimously recommends you vote FOR each of the nominees in Proposal 1, FOR Proposal 2, and FOR Proposal 3.**

1. Election of Directors

2. Appointment of KPMG LLP as independent registered public accounting firm for 2012.

**Nominees:**

1a. Warren F. Bryant

3. Adoption, on a non-binding, advisory basis, of a resolution approving the compensation of our named executive officers described under the heading Executive Compensation in the proxy statement.

1b. Joseph M. DePinto

1c. Rakesh Gangwal

1d. V. James Marino

1e. William J. Montgoris

1f. Francesca Ruiz de Luzuriaga

1g. Ravichandra K. Saligram

1h. David M. Szymanski

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