

CRUMLEY THEODORE
Form 3
January 21, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Â CRUMLEY THEODORE
(Last) (First) (Middle)

2. Date of Event Requiring Statement
(Month/Day/Year)
01/11/2005

3. Issuer Name and Ticker or Trading Symbol
OFFICEMAX INC [OMX]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

OFFICEMAX
INCORPORATED,Â 150
PIERCE ROAD
(Street)

(Check all applicable)

___ Director ___ 10% Owner
X Officer ___ Other
(give title below) (specify below)
Interim Exec. V.P. & CFO

ITASCA,Â ILÂ 60143
(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|---|---|---|
| Common Stock | 75,447 | D | Â |
| Common Stock | 25,822.3731 | I | By 401(k) Plan ⁽¹⁾ |
| Preferred Stock | 884.3731 | I | By ESOP Trust ⁽¹⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|------------------|--|----------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Option (Right to Buy) | 07/28/1996 | 07/28/2005 | Common Stock | 19,600 | \$ 43.875 | D | Â |
| Stock Option (Right to Buy) | 09/29/1996 | 09/29/2005 | Common Stock | 3,300 | \$ 40.625 | D | Â |
| Stock Option (Right to Buy) | 07/26/1997 | 07/26/2006 | Common Stock | 22,900 | \$ 31.375 | D | Â |
| Stock Option (Right to Buy) | 07/25/1998 | 07/25/2007 | Common Stock | 24,300 | \$ 36.875 | D | Â |
| Stock Option (Right to Buy) | 07/31/1999 | 07/31/2008 | Common Stock | 28,700 | \$ 28.875 | D | Â |
| Stock Option (Right to Buy) | 02/11/2000 | 02/12/2009 | Common Stock | 5,400 | \$ 29.375 | D | Â |
| Stock Option (Right to Buy) | 07/29/2000 | 07/30/2009 | Common Stock | 45,000 | \$ 38.0625 | D | Â |
| Stock Option (Right to Buy) | 07/27/2001 | 07/28/2010 | Common Stock | 37,500 | \$ 27.5 | D | Â |
| Stock Option (Right to Buy) | 09/27/2001 | 09/28/2010 | Common Stock | 23,500 | \$ 24.75 | D | Â |
| Stock Option (Right to Buy) | 07/26/2002 | 07/27/2011 | Common Stock | 72,600 | \$ 35.6 | D | Â |
| Stock Option (Right to Buy) | 07/24/2003 | 07/25/2012 | Common Stock | 86,700 | \$ 27.76 | D | Â |
| Phantom Stock Units | Â ⁽²⁾ | Â ⁽³⁾ | Common Stock | 4,270.6257 | \$ ⁽⁴⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CRUMLEY THEODORE OFFICEMAX INCORPORATED 150 PIERCE ROAD ITASCA, IL 60143 | Â | Â | Â Interim Exec. V.P. & CFO | Â |

Signatures

/s/ Theodore
Crumley

01/21/2005

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents number of shares beneficially owned as of January 14, 2005, based on information from plan administrator.
Vested in participant stock units (and related dividend equivalent stock units) at all times. Company matching stock units (and related dividend equivalent stock units) vest as follows: (a) 100% upon participant's death, disability, or early or normal retirement; (b) 100% upon a change in control of the company; (c) 100% upon involuntary termination for reasons other than disciplinary reasons or termination as a result of the sale or permanent closure of a company facility, operating unit, or division; and (d) 20% on each anniversary of the date account was first credited with stock units under the plan. 20% is cumulative -- after 5 years, participant is completely vested in all stock units in his or her account, including any stock units allocated to the account in the future.
 - (3) Shares of phantom stock are payable in shares of common stock in accordance with the participant's Deferred Compensation Distribution Election Agreement, except in the case of a change in control, in which case payment may be made in either cash or stock.
 - (4) Each phantom stock unit is equal in value to one share of the company's common stock.

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

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