

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report: **December 14, 2005**
Date of earliest event reported: **December 8, 2005**

OFFICEMAX INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

1-5057
(Commission File Number)

82-0100960
(IRS Employer Identification No.)

150 Pierce Road
Itasca, Illinois 60143
(Address of principal executive offices) (Zip Code)

(630) 438-7800
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement

Amendment to 2003 Director Stock Compensation Plan

On December 8, 2005, the executive compensation committee of the board of directors amended the OfficeMax Incorporated 2003 Director Stock Compensation Plan (the "Plan") to state that the purchase price per share for any option issued under the Plan will be the fair market value of the share on the date of grant. Previously, the Plan allowed for the issuance of options with a discounted purchase price. This amendment is intended to bring the Plan into compliance with Section 409A of the Internal Revenue Code. The resolution effecting the amendment is attached hereto as Exhibit 99.1 to this Report and incorporated by reference herein.

Director Compensation

On December 8, 2005, the governance and nominating committee of the board of directors determined that non-employee directors of OfficeMax Incorporated ("OfficeMax") will be able to choose to receive some or all of their cash compensation (meeting and retainer fees) in 2006 in any of the following forms: (1) current cash, (2) cash on a deferred basis under the Directors Deferred Compensation Plan, (3) stock options under the Director Stock Compensation Plan granted at fair market value under the Plan; or (4) restricted stock units under the 2003 OfficeMax Incentive and Performance Plan.

Amendment to OfficeMax Incorporated Executive Savings Deferral Plan

On December 8, 2005, the executive compensation committee of the board of directors amended the OfficeMax Incorporated Executive Savings Deferral Plan ("ESDP") to bring the plan into compliance with Section 409A of the Internal Revenue Code, to better coordinate the ESDP with the Company's qualified 401(k) plan, to provide for discretionary employer contributions, to limit the ability to amend the ESDP following a change in control, and to allow participants to receive distributions from the ESDP if they incur an unforeseeable financial emergency as defined in the ESDP. A copy of the amendment is attached hereto as Exhibit 99.2 to this Report and incorporated by reference herein.

Amendment to 2003 OfficeMax Incentive and Performance Plan and Additional Plans

On December 8 and 9, 2005, the executive compensation committee of the board of directors and the board of directors amended the 2003 OfficeMax Incentive and Performance Plan, the OfficeMax Incorporated Corporate Leadership Incentive Plan and all of the short-term incentive plans of OfficeMax to reflect OfficeMax's intent that payment of awards under such plans generally shall be made no later than the later of (i) 2½ months from the end of the participant's first taxable year in which the amount is no longer subject to a substantial risk of forfeiture or (ii) 2½ months from the end of the employer's year in which the amount is no longer subject to a substantial risk of forfeiture. The change was made pursuant to proposed IRS regulations under Section 409A. Under those rules, a 20% penalty otherwise imposed on payments delayed more than 2½ months after the end of the performance period can be avoided if the relevant plan document contains a specified payment date and if payments were delayed because it was administratively impracticable to make the payment by the end of the applicable 2½ month period, provided that payments are made as soon as reasonably practicable. The resolution effecting the amendment is attached hereto as Exhibit 99.3 to this Report and incorporated by reference herein.

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Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On December 8, 2005, Ward W. Woods submitted a letter of resignation from the OfficeMax Incorporated ("OfficeMax") board of directors, effective December 31, 2005.

In connection with Mr. Woods' resignation from the board, the size of the board was reduced to twelve members.

Further information about Mr. Woods and his resignation is included in OfficeMax's news release issued on December 9, 2005, which is attached as Exhibit 99.4 to this Report and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

Exhibit 99.1	OfficeMax Incorporated Resolution
Exhibit 99.2	Amendment to OfficeMax Incorporated Executive Savings Deferral Plan
Exhibit 99.3	OfficeMax Incorporated Resolution
Exhibit 99.4	OfficeMax Incorporated News Release dated December 9, 2005

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 14, 2005

OFFICEMAX INCORPORATED

By: /s/ Matthew R. Broad
Matthew R. Broad
Executive Vice President and General
Counsel

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EXHIBIT INDEX

<u>Number</u>	<u>Description</u>
99.1	OfficeMax Incorporated Resolution
99.2	Amendment to OfficeMax Incorporated Executive Savings Deferral Plan
99.3	OfficeMax Incorporated Resolution
99.4	OfficeMax Incorporated News Release dated December 9, 2005

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RESOLUTION REGARDING
OFFICEMAX INCORPORATED 2003 DIRECTOR STOCK
COMPENSATION PLAN

WHEREAS, OfficeMax, Incorporated (the “*Company*”) maintains the OfficeMax Incorporated 2003 Director Stock Compensation Plan (the “*Plan*”); and

WHEREAS, amendment of the Plan is now considered desirable to ensure that the Plan complies with newly-enacted Section 409A of the Internal Revenue Code;

NOW, THEREFORE, by virtue of the amendment power reserved to the Executive Compensation Committee, the Plan is hereby amended, effective as of January 1, 2005, by substituting the following for Sections 3.2 and 3.3 of the Plan:

“3.2 Option Price. The purchase price per share for the Shares covered by each option shall be the Fair Market Value (as defined below) of the underlying stock at the date of grant. Fair Market Value shall mean the closing price for Shares as reported by the New York Stock Exchange or another generally accepted pricing standard chosen by the Committee.

3.3. Number of Option Shares. The Committee shall determine the following for each Option (and set forth such provisions in a written agreement described in Section 3.5):

- 3.3.1. the number of shares subject to each Option;
 - 3.3.2. the duration of the Option; and
 - 3.3.3. any other terms or conditions established by the Committee.”
-

**FORM OF AMENDMENT
OF
OFFICEMAX INCORPORATED EXECUTIVE SAVINGS DEFERRAL PLAN**

WHEREAS, OfficeMax, Inc. (the “Company”) maintains the OfficeMax Incorporated Executive Savings Deferral Plan (Effective as of January 1, 2005) (the “Plan”); and

WHEREAS, amendment of the Plan is now considered desirable;

NOW, THEREFORE, by virtue of the amendment power reserved under the Plan and delegated to the Executive Compensation Committee, the Plan is hereby amended in the following particulars:

1. Effective as of January 1, 2005, by adding the following paragraph after the final paragraph of the Forward of the Plan:

“Amounts deferred under the Plan on and after the Effective Date are subject to the provisions of Section 409A of the Code; accordingly, as applied to those amounts, the Plan shall at all times be interpreted and administered so that it is consistent with such Code Section notwithstanding any provision of the Plan to the contrary.”

2. Effective January 1, 2006, by substituting the following sentence for the final sentence of Section 1.1 of the Plan:

“A Participant’s or beneficiary’s Account shall consist of a Supplemental Salary Deferral Contributions Subaccount(s), a Supplemental Company Matching Contributions Subaccount(s) and, where applicable, an Employer Deferral Account.”

3. Effective as of January 1, 2005, by adding the following sentence at the end of Section 1.18 of the Plan:

“If an employee is a Key Employee as of any December 31st, the person is treated as a Key Employee for the 12-month period beginning on the April 1st following that December 31st.”

4. Effective January 1, 2006, by renumbering the existing Section 1.29 of the Plan as Section 1.30 and adding the following new Section 1.29 to the Plan immediately following Section 1.28 thereof:

“1.29 UNFORESEEABLE FINANCIAL EMERGENCY means a severe financial hardship to the Participant resulting from (a) an illness or accident of the Participant or of a dependent of the Participant; (b) loss of the Participant’s property due to casualty; or (c) such other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of the Participant as determined by the Committee.”

5. Effective as of January 1, 2005, by substituting the following for the second sentence of subparagraph 3.2(a) of the Plan:

“(a) With respect to Salary Deferral Contribution, the date specified by the Committee generally may be no later than the end of the calendar year preceding the Plan Year in which the Salary is anticipated to be paid. With respect to deferrals of a Participant’s Bonus, the date specified by the Committee generally may be no later than the end of the calendar year preceding the beginning of the measurement period for such Bonus; provided, however, that if the Committee determines that such Bonus qualifies as ‘performance-based compensation’ (as defined in Code Section 409A(4)(B)(iii) and regulations thereunder), such deferral election may be made no later than 6 months before the end of the measurement period. Notwithstanding anything above to the contrary, in the first year in which an Eligible Employee becomes eligible to participate in the Plan, such Participant may make a deferral election within 30 days after the date the Participant first become eligible to participate; provided, however, that such election may only apply to compensation with respect to services to be performed subsequent to the election (with bonuses prorated to the extent necessary to comply with regulations issued under Code Section 409A). The Committee, in its complete discretion, may modify the general rules set forth above as permitted by IRS Notice 2005-1 and regulations issued under Code Section 409A. In particular, with respect to deferrals subject to Code Section 409A that relate all or in part to services performed on or before December 31, 2005, pursuant to Q&A 21 of IRS Notice 2005-1, certain Participants may have been permitted to make deferral elections prior to March 15, 2005 with respect to compensation that had not been paid or become payable at the time of the election.”

6. Effective January 1, 2006, by substituting the following for subparagraph 3.2(b) of the Plan:

“(b) Elections shall be made in whole percentages. The maximum deferral election for Salary is 50% less (i) the maximum contribution percent

applicable to the Participant under the Basic Plan (as determined by the plan administrator for the Basic Plan), and (ii) the deferral percentage the Participant has elected under the Legacy Deferred Compensation Plan, if applicable. The maximum deferral election for Bonus is 90% less (i) the maximum contribution percent applicable to the participant under the Basic Plan (as determined by the plan administrator for the Basic Plan), and (ii) the deferral percentage the Participant has elected under the Legacy Deferred Compensation Plan, if applicable.”

7. Effective January 1, 2006, by substituting the following for Section 4.2 of the Plan:

“4.2 MATCH-ELIGIBLE CONTRIBUTIONS. For purposes of calculating Company Matching Contributions under Section 4.1, ‘Match-Eligible Contributions’ means six percent (6%) of Basic Compensation less (a) the maximum Salary Deferral Contribution percent applicable to the Participant under the Basic Plan (as determined by the plan administrator for the Basic Plan), and (b) the deferral

percentage the Participant has elected under the Legacy Deferred Compensation Plan, if applicable. If the maximum contribution percent applicable to the Participant under the Basic Plan plus the deferral percentage the Participant has elected under the Legacy Deferred Compensation Plan (if applicable) is 6% or greater, no Company Matching Contribution will be made under this Plan.”

8. Effective January 1, 2006, by deleting the word “Matching” from the title of Article IV of the Plan, and by adding the following new Section 4.3 to the Plan immediately following Section 4.2 thereof:

“4.3 EMPLOYER DEFERRALS. In addition to Salary Deferral Contributions made pursuant to a Participant’s deferral election under Section 2, and the Company Matching Contributions made pursuant to Section 4.1, the Company may credit an ‘Employer Deferral’ to a Participant’s Account. An ‘Employer Deferral’ is an amount credited to a Participant’s Account by the Company. The amount of any Employer Deferral shall be determined by the Committee at its complete discretion. At the time the Employer Deferral is credited to the Participant’s Account, the Committee shall specify the distribution commencement date and the form of payment for the Employer Deferral. Once credited to the Participant’s Account, the Employer Deferral shall be treated as any other deferral under the Plan.”

9. Effective as of January 1, 2005, by substituting the following for Section 8.5 of the Plan:

“8.5. DISTRIBUTIONS TO KEY EMPLOYEES. Notwithstanding any other provision of the Plan to the contrary, distributions to be made to a Key

Employee upon his retirement or other termination of employment shall not be made before the date that is six (6) months after the Key Employee’s retirement or other separation from service.

8.6. UNFORESEEABLE FINANCIAL EMERGENCY. If the Committee or its designee determines that a Participant has incurred an Unforeseeable Financial Emergency, the Participant may withdraw the portion of the balance of his Account needed to satisfy the Unforeseeable Financial Emergency, to the extent that the Unforeseeable Financial Emergency may not be relieved through reimbursement or compensation by insurance or otherwise or by liquidation of the Participant’s assets, to the extent the liquidation of such assets would not itself cause severe financial hardship. A withdrawal on account of an Unforeseeable Financial Emergency shall be paid as soon as possible following the date on which the withdrawal is approved. Distributions because of an Unforeseeable Financial Emergency must be limited to the amount reasonably necessary to satisfy the emergency need (which may include amounts necessary to pay any Federal, state, or local income taxes or penalties reasonably anticipated to result from the distribution). If the Committee determines that a Participant has an Unforeseeable Financial Emergency (or if the Participant receives a hardship withdrawal under the Basic Plan), then the Participant’s deferral elections then in effect shall be revoked with respect to all amounts not previously deferred.”

10. Effective as of December 1, 2005, by adding the following new sentence after the final sentence of Section 11.2 of the Plan:

“If a Change in Control occurs, the Plan may not be terminated or amended in any way that adversely affects a Participant’s rights under the Plan for three calendar years after the year in which the Change in Control occurs, except that (a) the investment funds available under the Plan may be changed; and (b) the Plan may be amended as required by applicable law.”

11. Effective as of January 1, 2005, by adding the attached Appendix A to the Plan.

IN WITNESS WHEREOF, this amendment has been executed by the undersigned.

EXECUTIVE COMPENSATION COMMITTEE

By: _____
Its _____

Dated: _____, 2005

**APPENDIX A
TO
OFFICEMAX INCORPORATED
EXECUTIVE SAVINGS DEFERRAL PLAN**

Cancellation of Deferral Elections Subject to Code Section 409A

(1) Pursuant to Q&A 20 of IRS Notice 2005-1, effective any time prior to December 31, 2005, the Committee may offer a Participant an irrevocable election to cancel one or more previous Salary Deferral Contribution elections under the Plan with regard to amounts earned and vested on or after January 1, 2005.

(2) The Committee shall have complete discretion as to which Participants to offer such a cancellation election. Participant approved cancellations must be in writing on such forms as the Committee may prescribe, which forms hereby are incorporated by reference into this Appendix A.

(3) The amounts subject to any elected cancellation shall be included in the relevant Participant’s income in the year they are earned and vested.

**RESOLUTION
OF THE BOARD OF DIRECTORS
OF OFFICEMAX INCORPORATED**

WHEREAS, the Company maintains various short-term incentive plans (referred to as the “*Short-Term Incentive Plans*”) including without limitation the following plans:

- 2003 OfficeMax Incentive and Performance Plan
- OfficeMax Incorporated Corporate Leadership Incentive Plan
- OfficeMax Cash Incentive Plan
- Commercial Field Sales District Manager, Region Manager, Sales Rep Plans
- Commercial Telesales Rep, Supervisor and Manager Plans
- Enterprise National Business Development Executive Plan
- Enterprise Operations Leadership Incentive Plan
- Enterprise Partner Advantage Sales Rep and Sales Manager Plans
- Enterprise Sales Rep, District Sales Manager, General Sales Manager Plans
- Enterprise Workspace Sales Rep and Sales Manager Incentive Plans
- PowerMax Impact, Manager, and Supervisor Plans
- Delivery Center Manager Plan
- Field (Store) Store Manager, District and Territory Plans
- Field (Store) Loss Prevention Management Plan
- Field (Store) Loss Prevention Shrink (Supervisor and Hourly Employee) Plan
- Mexico Management Plan
- Print and Document Services (PDS, formerly CopyMax) Sales Rep, Corporate Account Manager, Sales Director, District Sales Manager, Strategic Account Manager, Sales Channel Manager Plans
- Print and Document Services Operations Management Incentive Plan
- Print and Document Services Power Incentive (Supervisors and Store Employees) Plan;

WHEREAS, the Short-Term Incentive Plans typically pay out any amounts earned thereunder shortly after the end of the relevant performance period unless the participant has made a valid election to defer receipt of all or any portion of a payment under an incentive plan in accordance with the terms of a Company nonqualified deferred compensation plan;

WHEREAS, new Section 409A of the Internal Revenue Code (“*Section 409A*”) imposes on plan participants a 20% penalty on payments of short-term deferrals paid more than 2½ months after the end of the performance period if the relevant plan does not contain a specific payment date; and

WHEREAS, pursuant to proposed IRS regulations under Section 409A, the 20% penalty on payments delayed more than 2½ months after the end of the performance period can be avoided if the relevant plan document contains a specified payment date if payments were delayed because it was administratively impracticable to make the payment by the end of the applicable 2½ month period, provided that payments are made as soon as reasonably practicable;

WHEREAS, Management has suggested amending the Short-Term Incentive Plans to reduce or eliminate the extent to which participants therein would be subject to the 20% penalty under Section 409A;

NOW, THEREFORE, IT IS RESOLVED, that effective January 1, 2005, all Short-Term Incentive Plans hereby are amended to include the following provision:

“Unless the Participant has made a valid election to defer receipt of all or any portion of a payment under this plan in accordance with the terms of a Company nonqualified deferred compensation plan, payment of awards hereunder shall be made no later than the later of (i) the date that is 2½ months from the end of the participant’s first taxable year in which the amount is no longer subject to a substantial risk of forfeiture, or (ii) the date that is 2½ months from the end of the employer’s year in which the amount

is no longer subject to a substantial risk of forfeiture.”

IT IS FURTHER RESOLVED, that the Company’s Vice President - Compensation, Benefits & HRIS is authorized to take whatever actions deemed necessary or desirable to effect the foregoing resolution.

OfficeMax
150 East Pierce Road Itasca, IL 60143-1594

OfficeMax

News Release

OfficeMax Media Contact

Bill Bonner
630 438 8584

OfficeMax Investor Relations Contact

John Jennings
630 438 8760

For Immediate Release: December 9, 2005

OFFICEMAX ANNOUNCES RESIGNATION OF WARD W. WOODS FROM BOARD OF DIRECTORS

ITASCA, Ill. – OfficeMax[®] Incorporated (NYSE: OMX), a leader in office products and services, today announced that Ward W. Woods, a board member since 1992, will resign from the company’s Board of Directors effective December 31. Mr. Woods, who is also a director of Bessemer Securities, LLC, Bessemer Trust Co., and several other private companies, resigned to focus on his other professional obligations.

“We appreciate Ward’s dedicated service to the board for the past 13 years,” said Sam Duncan, Chairman and Chief Executive Officer of OfficeMax. “The board has benefited from Ward’s financial and business expertise and experience, and his commitment and insight.” Mr. Woods said, “I have enjoyed working with the OfficeMax board of directors and management, and wish them all continued success in their efforts.”

Mr. Woods was president and chief executive officer of Bessemer Securities, LLC, a privately held investment company, from 1989 until his retirement in 2000. Mr. Woods is the founding partner of Bessemer Holdings, L.P., a private equity firm, as well as various affiliated investment partnerships.

On the OfficeMax board of directors, Mr. Woods served as Chair of the Committee of

Outside Directors and Lead Independent Director, and as a member of the Executive Compensation Committee and the Executive Committee. The board has appointed Gary G. Michael, who joined the OfficeMax Board of Directors in 1997, to fill Mr. Woods’ position as Chair of the Committee of Outside Directors and Lead Independent Director. Mr. Woods’ board term would have expired in 2008. The vacancy created by Mr. Woods’ resignation will not be filled and the OfficeMax board size has been reduced from 13 members to 12. All of the remaining directors are independent, except for Mr. Duncan who also serves as OfficeMax’s chief executive officer.

About OfficeMax

OfficeMax is a leader in both business-to-business and retail office products distribution. OfficeMax delivers an unparalleled customer experience — in service, in product, in time savings, and in value - through a relentless focus on its customers. The company provides office supplies and paper, print and document services, technology products and solutions, and furniture to large, medium and small businesses and consumers. OfficeMax customers are served by approximately 40,000 associates through direct sales, catalogs, Internet and approximately 950 superstores. OfficeMax trades on the New York Stock Exchange under the symbol OMX. More information can be found at www.officemax.com.

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