

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

OFFICEMAX INCORPORATED

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction
of incorporation or organization)

82-0100790
(I.R.S. Employer
Identification No.)

263 SHUMAN BLVD
NAPERVILLE, ILLINOIS
(Address of Principal Executive Offices)

60563
(Zip Code)

2003 OFFICEMAX INCENTIVE AND PERFORMANCE PLAN
(Full title of the plan)

SUSAN WAGNER-FLEMING
SENIOR VICE PRESIDENT, SECRETARY, AND ASSOCIATE GENERAL COUNSEL
OFFICEMAX INCORPORATED
263 SHUMAN BLVD
NAPERVILLE, ILLINOIS 60563
(630) 438-7800

(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED(1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Common Stock, par value \$2.50 per share	2,451,000 shares	\$18.15(2)	\$44,485,650(2)	\$3,171.83(2)

- (1) The shares of common stock being registered will be issued in connection with the 2003 OfficeMax Incentive and Performance Plan. This registration statement also covers an indeterminate number of shares of common stock that may be issuable by reason of stock splits, stock dividends, or other adjustment provisions of the 2003 OfficeMax Incentive and Performance Plan, in accordance with Rule 416 under the Securities Act of 1933, as amended.
- (2) The aggregate offering price and registration fee have been calculated in accordance with Rule 457(h) under the Securities Act of 1933, as amended. The computation is based on the average of the high and low sale prices of the common stock as reported on the New York Stock Exchange on May 14, 2010.

EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8 and Rule 429, OfficeMax Incorporated, a Delaware corporation, is filing this registration statement for the purpose of registering an additional 2,451,000 shares of our common stock which may be issued in accordance with the terms of our 2003 OfficeMax Incentive and Performance Plan (the "Plan") as a result of an amendment to that Plan approved by shareholders on April 14, 2010. The contents of the prior registration statements (File Nos. 333-105245 and 333-110397) pertaining to shares issuable under the Plan are incorporated herein by reference.

ITEM 8. EXHIBITS.

- 4.1 2003 OfficeMax Incentive and Performance Plan (as Amended and Restated effective as of April 14, 2010). Filed as Appendix A to our Definitive Proxy Statement filed with the Securities and Exchange Commission on March 4, 2010 and incorporated herein by reference.
- 5.1* Opinion of Susan Wagner-Fleming, Senior Vice President, Secretary and Associate General Counsel of the Company
- 23.1* Consent of Susan Wagner-Fleming, Senior Vice President, Secretary and Associate General Counsel of the Company (included in Exhibit 5.1)
- 23.2* Consent of KPMG LLP

* filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, OfficeMax Incorporated certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Naperville, State of Illinois, on May 17, 2010.

OfficeMax Incorporated

By /s/ Sam K. Duncan
Sam K. Duncan
Chief Executive Officer

Dated: May 17, 2010

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons, on behalf of the registrant and in the capacities indicated, on May 17, 2010.

<u>Signature</u>	<u>Capacity</u>
<p>(i) Principal Executive Officer:</p> <p><u>/s/ Sam K. Duncan</u> Sam K. Duncan</p>	<p>Chief Executive Officer</p>
<p>(ii) Principal Financial Officer:</p> <p><u>/s/ Bruce Besanko</u> Bruce Besanko</p>	<p>Executive Vice President, Finance, Chief Financial Officer and Chief Administrative Officer</p>
<p>(ii) Principal Accounting Officer:</p> <p><u>/s/ Deborah A. O'Connor</u> Deborah A. O'Connor</p>	<p>Senior Vice President, Finance and Chief Accounting Officer</p>
<p>(iii) Directors:</p> <p><u>/s/ Dorrit J. Bern</u> Dorrit J. Bern</p> <p><u>/s/ Warren F. Bryant</u> Warren F. Bryant</p> <p><u>/s/ Joseph M. DePinto</u> Joseph M. DePinto</p> <p><u>/s/ David M. Szymanski</u> David M. Szymanski</p>	<p><u>/s/ Sam K. Duncan</u> Sam K. Duncan</p> <p><u>/s/ Rakesh Gangwal</u> Rakesh Gangwal</p> <p><u>/s/ Francesca Ruiz de Luzuriaga</u> Francesca Ruiz de Luzuriaga</p> <p><u>/s/ William J. Montgoris</u> William J. Montgoris</p>

INDEX TO EXHIBITS

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION OF EXHIBITS</u>
4.1	2003 OfficeMax Incentive and Performance Plan (as Amended and Restated effective as of April 14, 2010). Filed as Appendix A to our Definitive Proxy Statement filed with the Securities and Exchange Commission on March 4, 2010 and incorporated herein by reference.
5.1*	Opinion of Susan Wagner-Fleming, Senior Vice President, Secretary and Associate General Counsel for the Company
23.1*	Consent of Susan Wagner-Fleming, Senior Vice President, Secretary and Associate General Counsel for the Company (included in Exhibit 5.1)
23.2*	Consent of KPMG LLP

* filed herewith

[OFFICEMAX INCORPORATED LETTERHEAD]

May 17, 2010

OfficeMax Incorporated
263 Shuman Boulevard
Naperville, Illinois 60563

Re: Registration Statement on Form S-8 of OfficeMax Incorporated

Ladies and Gentlemen:

I am Senior Vice President, Secretary and Associate General Counsel of OfficeMax Incorporated, a Delaware corporation (the "Company"). I have acted as counsel to the Company in connection with the preparation and filing with the Securities and Exchange Commission of a Registration Statement on Form S-8 (the "Registration Statement") relating to the issuance of an additional 2,451,000 shares of common stock, \$2.50 par value per share, of the Company (the "Shares") issuable in connection with the 2003 OfficeMax Incentive and Performance Plan, as amended (the "Plan").

In connection with this opinion, I have reviewed the Registration Statement and the exhibits thereto, and I have examined originals or copies, certified or otherwise identified to my satisfaction, of such corporate records, agreements, certificates of public officials and of officers of the Company, the Plan and other instruments, and such matters of law and fact as I have deemed necessary to render the opinion contained herein.

Based upon and subject to the foregoing, I am of the opinion that the shares of common stock issued under the Plan will, when issued in accordance with the terms of the Plan and any applicable awards or agreements under the Plan, be validly issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to the Registration Statement and all references to me in the Registration Statement. In giving this consent, I do not admit that I am within the category of persons whose consent is required by Section 7 of the Securities Act of 1933, as amended.

Very truly yours,

/s/ Susan Wagner-Fleming

Susan Wagner-Fleming, Esq.
Senior Vice President, Secretary, and
Associate General Counsel



KPMG LLP
303 East Wacker Drive
Chicago, IL 60601-5212

Consent of Independent Registered Public Accounting Firm

The Board of Directors
OfficeMax Incorporated:

We consent to the use of our report dated February 22, 2010, with respect to the consolidated balance sheets of OfficeMax Incorporated as of December 26, 2009 and December 27, 2008, and the related consolidated statements of operations, equity, and cash flows for each of the years in the three-year period ended December 26, 2009, and the effectiveness of internal control over financial reporting as of December 26, 2009, incorporated by reference herein.

/s/ **KPMG LLP**

Chicago, Illinois
May 17, 2010

KPMG LLP, a U.S. limited liability partnership, is the U.S.
member firm of KPMG International, a Swiss cooperative.