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:	**July 29, 2008**
Date of earliest event reported:	**July 29, 2008**

OFFICEMAX INCORPORATED
(Exact name of registrant as specified in its charter)

Delaware	**1-5057**	**82-0100960**
(State of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

263 Shuman Blvd.
Naperville, Illinois 60563
(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:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition.

On July 29, 2008, OfficeMax Incorporated (the "Company") issued an Earnings Release announcing its earnings for the second quarter 2008. The earnings release is attached hereto as Exhibit 99.1. This information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act"), or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference to such filing.

Item 2.06. Material Impairments

On July 23, 2008 the Company's Audit Committee concurred with the conclusion of management that an estimated charge for impairment of the value of goodwill and other intangible assets will need to be recorded.

The Company is required for accounting purposes to assess the carrying value of goodwill and other intangible assets annually or whenever circumstances indicate that a decline in value may have occurred. Based on the Company's sustained low stock price and reduced market capitalization, macroeconomic factors impacting industry business conditions, recent and forecasted segment operating performance, the competitive environment, along with other factors, the Company determined that indicators of potential impairment were present during the second quarter of 2008. As a result, the Company assessed the carrying value of acquired goodwill and intangible assets with indefinite lives for impairment. The measurement of impairment of goodwill and indefinite life intangibles consists of two steps, which require the Company to determine the fair value of its reporting units and to allocate reporting unit fair value to the individual assets and liabilities, similar to a purchase price allocation. The Company has not completed the fair value allocation process necessary to determine the final impairment of goodwill and other intangible assets. Accordingly, in the second quarter of 2008, the Company recorded an estimate of a non-cash impairment charge associated with goodwill and other assets that reduced income before taxes by $935.3 million and net income by $909.3 million, or $11.98 per diluted share.

The components of the $935.3 million estimated non-cash impairment charge consist of $850.0 million for goodwill, $80.0 million for trade names, and $5.3 million for fixed assets. The non-cash charge has been recorded in both the Contract and Retail operating segments. The estimates and assumptions made in assessing the fair value of the reporting units and the valuation of the underlying assets and liabilities are inherently subject to significant uncertainties.

Accordingly, an adjustment to the estimated impairment charge will be required when the Company finalizes its analysis, which is expected to be completed by the end of 2008. Any such adjustment could be material, but will be non-cash.

This charge for impairment is not expected to result in any future cash expenditure.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Through the OfficeMax Incentive and Performance Plan (the "Plan") each non-employee director annually receives a form of long-term equity compensation. On July 23, 2008, the Executive Compensation Committee of the board of directors determined that the form of equity grant to be received by the directors in 2008 is restricted stock units. In connection with the

grant, each director will enter into a 2008 Director Restricted Stock Unit Award Agreement dated July 23, 2008 (an "Agreement"), in the form attached hereto as Exhibit 99.2.

The Agreement states that the award is subject to the terms of the Plan. The Agreement further states that the award will vest six months following the date of grant, if the recipient is still a Company director on that date, and that it will be payable in shares of Company common stock six months following the date of a director's termination of service. Unless otherwise approved by the board, if a director leaves the board before the award vests, other than as a result of death or disability, the award will be forfeited. The vesting of the awards may accelerate upon a change in control upon certain circumstances. The award is not transferable. Holders of units have no voting rights but do receive notional dividends, which are accumulated and paid in cash at the time the award is paid.

This summary does not purport to be complete and is subject to and qualified in its entirety by reference to the text of the form of Agreement, included as Exhibit 99.2 to this filing. Exhibit 99.2 is incorporated by reference into this Item 5.02.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1	OfficeMax Incorporated Earnings Release dated July 29, 2008, announcing its earnings for the second quarter 2008.
Exhibit 99.2	Form of 2008 Director Restricted Stock Unit Award Agreement

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: July 29, 2008

OFFICEMAX INCORPORATED

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

EXHIBIT INDEX

Number	Description
Exhibit 99.1	OfficeMax Incorporated Earnings Release dated July 29, 2008, announcing its earnings for the second quarter 2008.
Exhibit 99.2	Form of 2008 Director Restricted Stock Unit Award Agreement

Exhibit 99.1

OfficeMax
263 Shuman Blvd
Naperville, IL 60563

News Release

Media Contact	Investor Relations Contact
Bill Bonner	John Jennings
630 864 6066	630 864 6820

OFFICEMAX REPORTS SECOND QUARTER 2008 FINANCIAL RESULTS

- Contract Segment Gross Margin Improves
- Retail Segment Implements Reorganization of Store Management
- Net Income Includes Non-Cash Impairment Charge

NAPERVILLE, Ill., July 29, 2008 – OfficeMaxÒ Incorporated (NYSE: OMX) today announced the results for its second quarter ended June 28, 2008. Total sales decreased 6.9% in the second quarter of 2008 to $1.98 billion compared to the second quarter of 2007. For the second quarter of 2008, OfficeMax reported a net loss of $894.2 million, or $11.79 per diluted share, compared to net income of $27.4 million, or $0.35 per diluted share, in the second quarter of 2007. Results for the second quarter of 2008 included three items that are not considered indicative of core operating activities, herein referred to as unusual items, which if excluded, would increase income before taxes by $942.4 million and net income by $913.6 million, or $12.03 per diluted share. These unusual items were a non-cash expense of $935.3 million recorded in the Contract and Retail segments related to impairment of goodwill and intangible assets; an expense of $10.2 million recorded in the Retail segment related to employee severance from the reorganization of Retail store management; and a gain of $3.1 million recorded in the Corporate and Other segment related to the legacy Voyageur Panel business sold in 2004.

Sam Duncan, Chairman and CEO of OfficeMax, said “In the second quarter, sales for both our Contract and Retail segments continued to reflect the weaker U.S. economic environment along with our more disciplined approach to customer acquisition and retention. While we incurred a non-cash accounting charge related to impairment in both operating segments, we were pleased with the performance of our Contract segment, as we improved gross margin rates and reduced expenses, other than those related to impairment. In our Retail segment, lower sales and gross margin rates, together with higher expenses, resulted in lower operating income margin for the quarter. Across our company, we continue to address aspects of our business that are manageable as we navigate the difficult sales environment.”

Non-Cash Unusual Item Related to Impairment

The company is required for accounting purposes to assess the carrying value of goodwill and other intangible assets annually or whenever circumstances indicate that a decline in value may have occurred. Based on the company’s sustained low stock price and reduced market capitalization, macroeconomic factors impacting industry business conditions, recent and forecasted segment operating performance, the competitive environment, along with other factors, the company determined that indicators of potential impairment were present during the second quarter of 2008. As a result, the company assessed the carrying value of acquired goodwill and intangible assets with indefinite lives for impairment. The measurement of impairment of goodwill and indefinite life intangibles consists of two steps, which require the company to determine the fair value of its reporting units and to allocate reporting unit fair value to the individual assets and liabilities, similar to a purchase price allocation. The company has not completed the fair value allocation process necessary to determine the final impairment of goodwill and other intangible assets. Accordingly, in the second quarter of 2008, Officemax recorded an estimate of a non-cash impairment charge associated with goodwill and other

assets that reduced income before taxes by $935.3 million and net income by $909.3 million, or $11.98 per diluted share.

The components of the $935.3 million estimated non-cash impairment charge consist of $850.0 million for goodwill, $80.0 million for trade names, and $5.3 million for fixed assets. The non-cash charge has been recorded in both the Contract and Retail operating segments. The estimates and assumptions made in assessing the fair value of the reporting units and the valuation of the underlying assets and liabilities are inherently subject to significant uncertainties. Accordingly, an adjustment to the estimated impairment charge will be required when the company finalizes its analysis, which is expected to be completed by the end of 2008. Any such adjustment could be material, but will be non-cash.

Contract Segment Results

OfficeMax Contract segment sales decreased 7.1% to $1.11 billion in the second quarter of 2008 compared to the second quarter of 2007, reflecting U.S. Contract sales decline of 12.9%, partially offset by International Contract operations sales growth of 9.4% in U.S. dollars (a sales decrease of 0.1% in local currencies). U.S. Contract sales declined compared to the prior year period primarily due to weaker sales from existing corporate customer accounts, our continued discipline in account acquisition and retention, and lower sales from small market customers.

Contract segment gross margin increased to 21.7% in the second quarter of 2008 from 21.4% in the second quarter of 2007, primarily due to improved account profitability, partly offset by deleveraging of fixed delivery and occupancy costs. Contract segment operating expense as a percent of sales increased to 59.2% in the second quarter of 2008 from 18.0% in the second quarter of 2007, primarily due to the $464.0 million non-cash unusual expense item related to the impairment of goodwill and other intangible assets, representing 41.7% of sales. The non-impairment related Contract operating expense as a percent of sales improved from the second quarter of 2007, primarily due to targeted cost reductions and reduced incentive compensation expense, partially offset by deleveraging of fixed expenses from lower sales. For the second quarter of 2008, the Contract segment generated an operating loss of $416.8 million, or 37.5% of sales, with $464.0 million, or 41.7% of sales, due to the unusual expense item, compared to operating income of $41.0 million, or 3.4% of sales, in the second quarter of 2007.

Retail Segment Results

OfficeMax Retail segment sales decreased 6.7% to $872.7 million in the second quarter of 2008 compared to the second quarter of 2007, reflecting a same-store sales decrease of 10.0% partly offset by sales from new stores. Retail same-store sales for the second quarter of 2008 declined across all major product categories due to weaker U.S. consumer and small business spending.

Retail segment gross margin decreased to 27.7% in the second quarter of 2008 from 29.9% in the second quarter of 2007, primarily due to deleveraging of fixed occupancy-related costs and increased inventory shrinkage, partly offset by a sales mix shift to an increased percentage of higher-margin office supplies category sales. Retail segment operating expense as a percent of sales increased to 82.8% in the second quarter of 2008 from 27.3% in the second quarter of 2007, primarily due to the $471.3 million non-cash unusual expense item related to the impairment of goodwill and other intangible assets representing 54.0% of sales, and the $10.2 million unusual expense item related to employee severance from the reorganization of Retail store management representing 1.2% of sales. The remainder of the increase in Retail segment operating expense as a percent of sales from the second quarter of 2007 was primarily due to deleveraging of expenses from the same store sales decrease and new stores, partially offset by reduced incentive compensation expense. For the second quarter of 2008, the Retail

segment generated an operating loss of $480.7 million, or 55.1% of sales, with $481.5 million, or 55.2% of sales, due to the two unusual expense items, compared to operating income of $24.7 million, or 2.6% of sales, in the second quarter of 2007.

During the second quarter of 2008, OfficeMax opened 12 retail stores in the U.S. and 5 retail stores in Mexico. OfficeMax ended the second quarter of 2008 with a total of 999 retail stores, consisting of 920 retail stores in the U.S. and 79 retail stores in Mexico.

Corporate and Other Segment Results

The OfficeMax Corporate and Other segment includes support staff services and certain other expenses that are not fully allocated to the Retail and Contract segments. During the second quarter of 2008, the Corporate and Other segment benefited from a $3.1 million unusual item related to the legacy Voyageur Panel business sold in 2004. Including this unusual item, Corporate and Other segment operating expense decreased to $5.1 million in the second quarter of 2008 from $9.8 million in the second quarter of 2007, primarily due to lower incentive compensation expense.

As of June 28, 2008, OfficeMax had total debt of $383.8 million, excluding $1.470 billion of timber securitization notes which have recourse limited to $1.635 billion of timber installment notes receivable. During the second quarter of 2008, OfficeMax used $7.8 million of cash from operations, a decrease of $130.9 million from the second quarter of 2007. OfficeMax invested $42.7 million for capital expenditures in the second quarter of 2008 compared to $31.3 million in the second quarter of 2007.

“Despite the headwinds of a tough U.S. economy, we continued implementing our turnaround plan and operating initiatives during the second quarter,” Mr. Duncan concluded. “We continue to build the foundation for OfficeMax to generate long-term shareholder value.”

Forward-Looking Statements

Certain statements made in this press release and other written or oral statements made by or on behalf of the company constitute “forward-looking statements” within the meaning of the federal securities laws, including statements regarding the company’s future performance, as well as management’s expectations, beliefs, intentions, plans, estimates or projections relating to the future. Management believes that these forward-looking statements are reasonable. However, the company cannot guarantee that it will successfully execute its turnaround plans or that its actual results will be consistent with the forward-looking statements and you should not place undue reliance on them. These statements are based on current expectations and speak only as of the date they are made. The company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of future events, new information or otherwise. Important factors regarding the company which may cause results to differ from expectations are included in the company’s Annual Report on Form 10-K for the year ended December 29, 2007, under Item 1A “Risk Factors”, and in the company’s other filings with the SEC.

Conference Call Information

OfficeMax will host a conference call with analysts and investors to discuss its second quarter 2008 financial results on July 30, 2008 at 11:00 a.m. Eastern Time (10:00 a.m. Central Time). To participate in the conference call, dial (800) 374-0165; international callers should dial (706) 634-0995. An audio webcast of the conference call can be accessed via the Internet by visiting the Investors section of the OfficeMax website at http://investor.officemax.com. The webcast will be archived and available online for one year following the call and will be posted on the "Presentations" page located within the Investors section of the OfficeMax website.

About OfficeMax

OfficeMax Incorporated (NYSE: OMX) is a leader in both business-to-business office products solutions and retail office products. The OfficeMax mission is simple. We help our customers do their best work. The company provides office supplies and paper, in-store print and document services through OfficeMax ImPress^{TM}, technology products and solutions, and furniture to consumers and to large, medium and small businesses. OfficeMax customers are served by approximately 32,000 associates through direct sales, catalogs, e-commerce and nearly 1,000 stores. To find the nearest OfficeMax, call 1-877-OFFICEMAX. For more information, visit www.officemax.com.

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OFFICEMAX INCORPORATED AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(unaudited)
(thousands)

	June 28, 2008	December 29, 2007
ASSETS		
Current assets:		
Cash and cash equivalents	$ 155,922	$ 152,637
Receivables, net	667,419	720,878
Inventories	1,012,527	1,088,312
Other current assets	210,335	242,874
Total current assets	2,046,203	2,204,701
Property and equipment:		
Property and equipment	1,318,297	1,279,609
Accumulated depreciation	(735,037)	(698,954)
Property and equipment, net	583,260	580,655
Goodwill and intangible assets, net	485,901	1,416,524
Timber notes receivable	1,635,000	1,635,000
Other non-current assets	440,936	446,888
Total assets	$ 5,191,300	$ 6,283,768
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Short-term borrowings	$ 31,804	$ 14,197
Current portion of long-term debt	17,716	34,827
Accounts payable	779,814	861,285
Accrued liabilities and other	394,591	460,400
Total current liabilities	1,223,925	1,370,709
Long-term debt:		
Long-term debt, less current portion	334,263	349,421
Timber notes securitized	1,470,000	1,470,000
Total long-term debt	1,804,263	1,819,421
Other long-term obligations:		
Compensation and benefits	186,879	200,283
Other long-term liabilities	523,243	582,741
Total other long-term liabilities	710,122	783,024
Minority interest	35,038	32,042
Shareholders' equity:		
Preferred stock	45,070	49,989
Common stock	189,825	188,481
Additional paid-in capital	911,841	922,414
Retained earnings	240,244	1,095,950
Accumulated other comprehensive income	30,972	21,738
Total shareholders' equity	1,417,952	2,278,572
Total liabilities and shareholders' equity	$ 5,191,300	$ 6,283,768

OFFICEMAX INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(unaudited)
(thousands, except per-share amounts)

	Quarter Ended	
	June 28, 2008	June 30, 2007
Sales	$ 1,984,641	$ 2,132,417
Cost of goods sold and occupancy costs	1,501,063	1,596,619
Gross profit	483,578	535,798
Operating and other expenses:		
Operating and selling	372,709	392,581
General and administrative	72,554	88,719
Goodwill and Other Asset Impairments (a)	935,340	—
Other operating, net (b) & (c)	5,540	(1,447)
Operating income (loss)	(902,565)	55,945
Other income (expense):		
Interest expense	(29,642)	(29,959)
Interest income	21,682	21,776
Other, net	88	(2,232)
	(7,872)	(10,415)
Income (loss) before income taxes and minority interest	(910,437)	45,530
Income taxes	16,320	(17,757)
Income (loss) before minority interest	(894,117)	27,773
Minority interest, net of income tax	(103)	(337)
Net income (loss)	(894,220)	27,436
Preferred dividends	(1,052)	(1,008)
Net income (loss) applicable to common shareholders	$ (895,272)	$ 26,428
Basic income (loss) per common share	$ (11.79)	$ 0.35
Diluted income (loss) per common share	$ (11.79)	$ 0.35
Weighted Average Shares		
Basic	75,916	75,344
Diluted	75,916	76,593

(a) Second quarter of 2008 includes a $935.3 million non-cash unusual item related to impairment of goodwill, tradenames and fixed assets. These charges are recorded by segment in the following manner: Contract $464.0 million and Retail $471.3 million. This item reduced net income by $909.3 million, or $11.98 per diluted share.

(b) Second quarter of 2008 includes a $10.2 million unusual item related to employee severance from the reorganization of Retail store management. This item reduced net income by $6.2 million, or $0.08 per diluted share.

(c) Second quarter of 2008 includes a $3.1 million unusual item related to the legacy Voyageur Panel business sold in 2004. This item increased net income by $1.9 million, or $0.02 per diluted share.

OFFICEMAX INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(unaudited)
(thousands, except per-share amounts)

	Six Months Ended	
	June 28, 2008	June 30, 2007
Sales	$ 4,287,562	$ 4,568,671

Cost of goods sold and occupancy costs	3,216,156	3,409,649
Gross profit	1,071,406	1,159,022
Operating and other expenses:		
Operating and selling	797,098	813,349
General and administrative	154,762	182,656
Goodwill and Other Asset Impairments (a)	935,340	—
Other operating, net (b), (c) & (d)	8,153	(3,023)
Operating income (loss)	(823,947)	166,040
Other income (expense):		
Interest expense	(59,322)	(60,075)
Interest income	43,581	44,814
Other, net (e)	20,705	(5,680)
	4,964	(20,941)
Income (loss) before income taxes and minority interest	(818,983)	145,099
Income taxes	(10,935)	(56,589)
Income (loss) before minority interest	(829,918)	88,510
Minority interest, net of income tax (f)	(959)	(2,535)
Net income (loss)	(830,877)	85,975
Preferred dividends	(2,027)	(2,015)
Net income (loss) applicable to common shareholders	$ (832,904)	$ 83,960
Basic income (loss) per common share	$ (10.99)	$ 1.12
Diluted income (loss) per common share	$ (10.99)	$ 1.10
Weighted Average Shares		
Basic	75,781	75,168
Diluted	75,781	76,168

(a) Second quarter of 2008 includes a $935.3 million non-cash unusual item related to impairment of goodwill, tradenames and fixed assets. These charges are recorded by segment in the following manner: Contract $464.0 million and Retail $471.3 million. This item reduced net income by $909.3 million or $12.00 per diluted share for the six month period.

(b) First quarter of 2008 includes a $2.4 million unusual item related to the consolidation of the Contract segment's manufacturing facilities in New Zealand, and a $1.8 million unusual item related to reorganizing the Retail field and ImPress print and document services management organization. The cumulative effect of these two items was a reduction in net income of $2.7 million, or $0.03 per diluted share.

(c) Second quarter of 2008 includes a $10.2 million unusual item related to employee severance from the reorganization of Retail store management. This item reduced net income by $6.2 million, or $0.08 per diluted share.

(d) Second quarter of 2008 includes a $3.1 million unusual item related to the legacy Voyageur Panel business sold in 2004. This item increased net income by $1.9 million, or $0.02 per diluted share.

(e) First quarter of 2008 includes a $20.5 million unusual item related to the company's investment in Boise Cascade, L.L.C., primarily from their sale of a majority interest in their paper and packaging and newsprint business completed during the first quarter of 2008. This item increased net income by $12.5 million, or $0.16 per diluted share.

(f) First quarter of 2007 includes a $1.1 million unusual item related to the sale of OfficeMax's Contract operations in Mexico to Grupo OfficeMax, our 51% owned joint venture. This item reduced net income by $1.1 million, or $0.01 per diluted share.

OFFICEMAX INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)
(thousands)

	Six Months Ended	
	June 28, 2008	June 30, 2007
Cash provided by operations:		
Net income (loss)	$ (830,877)	$ 85,975
Items in net income not using (providing) cash:		
Depreciation and amortization	70,141	65,106

Impairment	935,340	—
Other	(1,766)	18,602
Changes other than from acquisitions of business:		
Receivables and inventory	134,363	51,245
Accounts payable and accrued liabilities	(103,453)	(253,383)
Income taxes and other	(69,114)	74,612
Cash provided by (used for) operations	134,634	42,157
Cash used for investment:		
Expenditures for property and equipment	(75,962)	(59,440)
Other	9,284	(1,948)
Cash used for investment	(66,678)	(61,388)
Cash used for financing:		
Cash dividends paid	(22,884)	(24,453)
Changes in debt, net	(30,492)	(18,489)
Proceeds from exercise of stock options	—	5,211
Other	(11,328)	(2,879)
Cash used for financing	(64,704)	(40,610)
Effect of exchange rates on cash and cash equivalents	33	(1,614)
Increase (decrease) in cash and cash equivalents	3,285	(61,455)
Cash and cash equivalents at beginning of period	152,637	282,070
Cash and cash equivalents at end of period	$ 155,922	$ 220,615

OFFICEMAX INCORPORATED AND SUBSIDIARIES
SUPPLEMENTAL SEGMENT INFORMATION
(unaudited)
(millions, except per-share data)

	Quarter Ended	
	June 28 , 2008	June 30 , 2007
Segment Sales		
OfficeMax, Contract	$ 1,111.9	$ 1,197.2
OfficeMax, Retail	872.7	935.3
	1,984.6	2,132.5
Segment income (loss)		
OfficeMax, Contract (a)	$ (416.8)	$ 41.0
OfficeMax, Retail (a) & (b)	(480.7)	24.7
Corporate and Other (c)	(5.1)	(9.8)
Operating income (loss)	$ (902.6)	$ 55.9
Operating income margin (loss)	-45.5%	2.6%

(a) Second quarter of 2008 includes a $935.3 million non-cash unusual item related to impairment of goodwill, tradenames and fixed assets. These charges are recorded by segment in the following manner: Contract $464.0 million and Retail $471.3 million. This item reduced net income by $909.3 million, or $11.98 per diluted share.

(b) Second quarter of 2008 includes a $10.2 million unusual item related to employee severance from the reorganization of Retail store management. This item reduced net income by $6.2 million, or $0.08 per diluted share.

(c) Second quarter of 2008 includes a $3.1 million unusual item related to the legacy Voyageur Panel business sold in 2004. This item increased net income by $1.9 million, or $0.02 per diluted share.

OFFICEMAX INCORPORATED AND SUBSIDIARIES
SUPPLEMENTAL SEGMENT INFORMATION
(unaudited)
(millions, except per-share data)

	Six Months Ended	
	June 28 , 2008	June 30 , 2007
Segment Sales		
OfficeMax, Contract	$ 2,307.0	$ 2,461.7

OfficeMax, Retail	1,980.6	2,107.0
	4,287.6	4,568.7
Segment income (loss)		
OfficeMax, Contract (a) & (b)	$ (357.2)	$ 100.9
OfficeMax, Retail (a), (b) & (c)	(451.2)	89.3
Corporate and Other (d)	(15.5)	(24.1)
Operating income (loss)	$ (823.9)	$ 166.1
Operating income (loss) margin	-19.2%	3.6%

(a) Second quarter of 2008 includes a $935.3 million non-cash unusual item related to impairment of goodwill, tradenames and fixed assets. These charges are recorded by segment in the following manner: Contract $464.0 million and Retail $471.3 million. This item reduced net income by $909.3 million or $12.00 per diluted share for the six month period.

(b) First quarter of 2008 includes a $2.4 million unusual item related to the consolidation of the Contract segment's manufacturing facilities in New Zealand, and a $1.8 million unusual item related to reorganizing the Retail field and ImPress print and document services management organization. The cumulative effect of these two items was a reduction in net income of $2.7 million, or $0.03 per diluted share.

(c) Second quarter of 2008 includes a $10.2 million unusual item related to employee severance from the reorganization of Retail store management. This item reduced net income by $6.2 million, or $0.08 per diluted share.

(d) Second quarter of 2008 includes a $3.1 million unusual item related to the legacy Voyageur Panel business sold in 2004. This item increased net income by $1.9 million, or $0.02 per diluted share.

OFFICEMAX INCORPORATED
2008 Director Restricted Stock Unit Award Agreement

This **Restricted Stock Unit** Award (the "Award") is granted on **July 23, 2008** (the "Award Date") by OfficeMax Incorporated ("OfficeMax") to ("Director" or "you") pursuant to the 2003 OfficeMax Incentive and Performance Plan (the "Plan") and the following terms of this agreement (the "Agreement"):T**erms and Conditions.** The Award is subject to all the terms and conditions of the Plan. All capitalized terms not defined in this Agreement shall have the meaning stated in the Plan. If there is any inconsistency between the terms of this Agreement and the terms of the Plan, the terms of the Plan shall control unless this Agreement explicitly states that an exception to the Plan is being made.

1. **Award.** You are awarded **X,XXX** restricted stock units, at no cost to you, subject to the restrictions set forth in the Plan and this Agreement.

2. **Vesting.** The units will vest six months following the Award Date, **January 23, 2009**, if you are then still an OfficeMax Director. The units will vest immediately if you terminate service as a director prior to the six month anniversary of the Award Date due to your death or total and permanent disability. Vested units will be payable six months following the date of your termination of service as a director due to your (i) retirement or resignation from the Board, (ii) death or (iii) total and permanent disability, provided that such termination constitutes a separation from service under Section 409A of the Internal Revenue Code of 1986, as amended ("Code"), or, if later, upon the first date that payment may be made without violating the requirements of Code Section 409A. Unless otherwise approved by the Board of Directors or as set forth in Section 4 below, if you terminate service as a director prior to six months following the Award Date for a reason other than death or total and permanent disability, your Award will be forfeited.

3. **Change in Control.** In the event of a Change in Control prior to the end of the restriction period pursuant to paragraph 3, the continuing entity may either continue this Award or replace this Award with an award of at least equal value with terms and conditions not less favorable than the terms and conditions provided in this Agreement, in which case the Award will vest and become payable according to the terms of the applicable Award Agreement. If the continuing entity does not so continue or replace this Award, the restriction period will lapse with respect to all units not vested at the time of the Change in Control or your termination, and all units will be payable according to paragraph 3. In the event of a Change in Control, payment of the Award will be made in the common stock of the continuing entity (or the parent thereof, as applicable) when due according to the applicable Award Agreement, or in cash if such continuing entity (or the parent thereof, as applicable) does not maintain common stock.

4. **Nontransferability.** The restricted stock units awarded pursuant to this Agreement cannot be sold, assigned, pledged, hypothecated, transferred, or otherwise encumbered prior to payment.

5. **Stockholder Rights; Dividend Units.** With respect to the awarded restricted stock units, you are not a shareholder and do not have any voting rights. You will, however, receive

notional dividend units on the awarded units equal to the amount of dividends paid on OfficeMax's common stock. Notional dividends paid on your restricted stock units will be accumulated in a bookkeeping account without interest until the payment of the underlying restricted stock units is made under paragraph 3. Dividend units paid on forfeited restricted stock units will be forfeited.

6. **Settlement of RSUs.** Except as provided in paragraph 4, vested restricted stock units will be paid to you in whole shares of OfficeMax common stock. Partial shares, if any, and dividend units will be paid in cash.

7. **Payment of Taxes.** You acknowledge and agree that you are responsible for the tax consequences associated with the award and vesting of units. It is the intention of OfficeMax that this Award not result in taxation under Code Section 409A, and the regulations and guidance promulgated thereunder, and the Award shall be interpreted so as to comply with the requirements of such Section. Notwithstanding anything to the contrary herein, to the extent that any provision of this Award would otherwise result in taxation under Code Section 409A, such provision shall be deemed null and void. By accepting this Award, you agree that in the event that amendment of this Award is required in order to comply with Code Section 409A, you shall negotiate in good faith with OfficeMax with respect to amending the Award, provided that OfficeMax shall not be required to assume any increased economic burden in connection with any such amendment.

8. **Use of Personal Data.** By executing this Agreement, you hereby agree freely, and with your full knowledge and consent, to the collection, use, processing and transfer (collectively, the "Use") of certain personal data such as your name, compensation, nationality and job title, along with details of all past awards and current awards outstanding under the Plan (collectively, the "Data"), for the purpose of managing and administering the Plan. You further acknowledge and agree that OfficeMax and/or any of its Affiliates may make Use of the Data amongst themselves and/or any other third parties assisting OfficeMax in the administration and management of the Plan (collectively, the "Data Recipients"). In keeping therewith, you hereby further authorize any Data Recipient, including Data Recipients located in foreign jurisdictions, to continue to make Use of the Data, in electronic or other form, for the purposes of administering and managing the Plan, including without limitation, any necessary Use of such Data as may be required for the subsequent holding of shares on your behalf by a broker or other third party with whom you may elect to deposit any shares acquired through the Plan.

   OfficeMax shall, at all times, take all commercially reasonable efforts to ensure that appropriate safety measures shall be in place to ensure the confidentiality of the Data, and that no Use will be made of the Data for any purpose other than the administration and management of the Plan. You may, at any time, review your Data and request necessary amendments to such Data. You may withdraw your consent to Use of the Data herein by notifying OfficeMax in writing at the address specified in paragraph 10; however by withdrawing your consent to use Data, you may affect your eligibility to participate in the Plan.

   By executing this Agreement you hereby release and forever discharge OfficeMax from any and all claims, demands, actions, causes of action, damages, liabilities, costs, losses and expenses arising out of, or in connection with, the Use of the Data including, without limitation, any and all claims for invasion of privacy, defamation and any other personal, moral and/or property rights.

9. **Acceptance of Terms and Conditions. You must sign this Agreement and return it to OfficeMax's Compensation Department on or before August 31, 2008, or the Award will be forfeited. Return your executed Agreement to: Pam Delaney by mail at OfficeMax, 263 Shuman Boulevard, Naperville, Illinois 60563 or by fax at 1-630-647-3722.**

OfficeMax Incorporated		Awardee	
By:	______________________	Signature:	______________________
	Perry Zukowski Executive Vice President, Human Resources	Printed Name:	______________________
		Date:	______________________