

**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: **January 20, 2006**  
Date of earliest event reported: **January 17, 2006**

**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 8.01 Other Events.**

On January 18, 2006, the company announced that its board of directors has voted in favor of including a proposal in the company's 2006 proxy statement that, if approved by stockholders, will amend the company's charter to declassify its board and provide for the annual election of all directors. Under the current classified board structure, directors are elected by class to three-year terms. Stockholders will vote on the board's proposal for declassification at the 2006 annual meeting of stockholders. If the declassification proposal is approved by stockholders, the entire OfficeMax board will stand for election each year, commencing at the 2007 annual meeting of stockholders. The company's board of directors also voted not to seek an extension of the company's shareholder rights plan when it expires in 2008.

This summary does not purport to be complete and is subject and qualified in its entirety by reference to the text of the News Release issued on January 18, 2006, which is attached as Exhibit 99.1 to this report and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

Exhibit 99.1 OfficeMax Incorporated News Release dated January 18, 2006

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: January 20, 2006

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 News Release dated January 18, 2006 |

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**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: January 18, 2006**

**OFFICEMAX ANNOUNCES PROPOSED CORPORATE GOVERNANCE ACTIONS; BOARD WILL PROPOSE DECLASSIFICATION AND PLANS NO EXTENSION OF SHAREHOLDER RIGHTS PLAN**

ITASCA, Ill. – OfficeMax<sup>®</sup> Incorporated (NYSE: OMX), a leader in office products and services, today announced that the OfficeMax Board of Directors has voted in favor of a number of corporate governance actions. The OfficeMax board voted to include a proposal in the company's 2006 proxy statement that, if approved by stockholders, will amend the company's charter to declassify its board and provide for the annual election of all directors. Under the current classified board structure, directors are elected by class to three-year terms. Stockholders will vote on the board's proposal for declassification at the 2006 annual meeting of stockholders. If stockholders approve the declassification proposal, the entire OfficeMax board will stand for election each year, commencing at the 2007 annual meeting of stockholders. The OfficeMax board of directors also voted not to seek an extension of the company's shareholder rights plan when it expires in 2008.

"These board actions underscore the continuing commitment of the OfficeMax board and management to accountability to all shareholders," said Sam Duncan, Chairman and Chief Executive Officer of OfficeMax.

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**Forward-Looking Statements**

Certain statements made in this press release and other written or oral statements made by or on behalf of the Company may constitute "forward-looking statements" within the meaning of the federal securities laws. Statements regarding future events and developments and the Company's future performance, as well as management's expectations, beliefs, intentions, plans, estimates or projections relating to the future, are forward-looking statements within the meaning of these laws. Management believes that these forward-looking statements are reasonable; however, you should not place undue reliance on such statements. These statements are based on current expectations and speak only as of the date of such statements. 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 31, 2004, including under the caption "Cautionary and Forward-Looking Statements", and in other filings with the SEC.

**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 more than 900

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superstores. OfficeMax trades on the New York Stock Exchange under the symbol OMX. More information can be found at [www.officemax.com](http://www.officemax.com).

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