

STAPLES INC
Form 4
March 21, 2014

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOODMAN SHIRA

(Last) (First) (Middle)

**FIVE HUNDRED STAPLES
DRIVE**

(Street)

FRAMINGHAM, MA 01702

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

STAPLES INC [SPLS]

3. Date of Earliest Transaction
(Month/Day/Year)

03/20/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

President, NAC

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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	03/20/2014		P	5,000 A	\$ 11.436	80,607	I	Shira D Goodman Trust
Common Stock						64,577	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code	V	(A)	(D)	
Phantom Stock Unit 401(k)	(1)					(2)	(2)	Common Stock 721.27
Phantom Stock Unit SERP	(3)					(2)	(2)	Common Stock 496.88

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GOODMAN SHIRA FIVE HUNDRED STAPLES DRIVE FRAMINGHAM, MA 01702	President, NAC

Signatures

Michael Williams,
attorney-in-fact
03/21/2014
**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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) Phantom Stock Units are held in a 401(k) and are payable in cash following the reporting person's termination of employment. Number of underlying shares of common stock are based on March 19, 2014 account statement.
- (2) See Table II, Column 2
- (3) Phantom Stock Units are held in a SERP and are payable in cash following the reporting person's termination of employment. Number of underlying shares of common stock are based on March 19, 2014 account statement.

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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