Edgar Filing: OLIN CORP - Form 4

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| Form 4 | | | | | | | | | | |
|---|--|---|--|--|--|--|--|---|--|--|
| September 12 | 2, 2008 | | | | | | | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION | | | | | | | т | OMB APPROVAL | | |
| | UNITED S | | shington, | | | COMMISSION | OMB Number: | 3235-0287 | | |
| Check this if no long | | | | | | Expires: | January 31 2005 | | | |
| subject to Section 16 | subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Es Section 16. SECURITIES but Form 4 or res | | | | | | Estimated a burden hou response | average Irs per | | |
| obligation may conti <i>See</i> Instru 1(b). | $\frac{1}{1}$ Section $17(a)$ | of the Public Ut 30(h) of the In | ility Hold | ing Com | pany Act o | f 1935 or Sectio | n | | | |
| (Print or Type R | esponses) | | | | | | | | | |
| OConnor John MB Symb | | | 2. Issuer Name and Ticker or Trading Symbol OLIN CORP [OLN] | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| (Last) | | | | | (Cheo | ck all applicable) | | | | |
| (N | | | (Month/Day/Year) 09/10/2008 | | | X_ Director 10% Owner Officer (give title Other (specify below) | | | | |
| | (Street) | | ndment, Dat h/Day/Year) | e Original | | 6. Individual or J Applicable Line) _X_ Form filed by | One Reporting Po | erson | | |
| CLAYTON, | MO 63105 | | | | | Form filed by M Person | More than One R | eporting | | |
| (City) | (State) (Z | Cip) Table | e I - Non-Do | erivative S | ecurities Ac | quired, Disposed o | f, or Beneficia | lly Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code | 4. Securit onAcquired Disposed (Instr. 3, 4 | (A) or of (D) 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| G | | | Code V | Amount | (A)or(D) Price | Transaction(s) (Instr. 3 and 4) | | | | |
| Common Stock \$1 par value | | | | | | 5,000 | I | Family Trust | | |
| Reminder: Repo | ort on a separate line fo | or each class of secu | rities benefi | - | - | indirectly. | tion of a | FC 1474 | | |

required to respond to the collection of SEC 14/4 (9-02) required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Transactio Code (Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exerc Expiration D (Month/Day/ | ate | 7. Title and A Underlying S (Instr. 3 and | Securities | 8 D S (1 |
|---|---|---|---|--|---|--|--------------------|---|----------------------------------|-------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Stock Units <u>(1)</u> | \$ 0 <u>(2)</u> | 09/10/2008 | | А | 170.806 | (1) | <u>(1)</u> | Common Stock | 170.806 | |

Reporting Owners

| Reporting Owner Name / Address | | Relationsh | | |
|---|------------|------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| OConnor John MB C/O OLIN CORPORATION 190 CARONDELET PLAZA SUITE 15 CLAYTON, MO 63105 | 530 X | | | |
| Signatures | | | | |
| /s/B.M. Pantalone, Attorney-in-Fact | 09/12/2008 | | | |
| **Signature of Reporting Person | Date | | | |
| E | | | | |

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).
- Dividend equivalents credited to the reporting person's account under the Amended and Restated 1997 Stock Plan for Non-employee (1)Directors at \$22.35 per share as of 9/10/08 in exempt transactions.
- (2) Security converts to common stock on a one-for-one basis.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.