

OLIN CORP  
Form 8-K  
December 22, 2006

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

**Form 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): 12/21/2006**

**OLIN CORPORATION**

(Exact name of registrant as specified in its charter)

**Commission File Number: 1-1070**

**VA**  
(State or other jurisdiction of  
incorporation)

**13-1872319**  
(IRS Employer  
Identification No.)

**190 Carondelet Plaza Suite 1530 Clayton, MO 63105**  
(Address of principal executive offices, including zip code)

**314-480-1400**  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

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))
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Information to be included in the report

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

Effective December 21, 2006, Olin Corporation's (the "Company's") Benefit Plan Review Committee amended the Olin Corporation Supplemental Contributing Employee Ownership Plan ("SCEOP"). The SCEOP was amended to provide retirement contributions that participants are unable to receive under the Company's qualified defined contribution pension plan due to Internal Revenue Code compensation limitations, and to provide certain administrative changes.

This description is qualified by reference to the form of amendment attached hereto as Exhibit 99.1, which is incorporated into this Item 5.02 by reference.

**Item 9.01. Financial Statements and Exhibits**

Exhibit 99.1 Amendment to Olin Corporation Supplemental Contributing Employee Ownership Plan.

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**Signature(s)**

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.

OLIN CORPORATION

Date: December 22, 2006

By: /s/ George H. Pain

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George H. Pain  
Vice President, General Counsel and Secretary

**Exhibit Index**

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>   |
|---------------------------|---|
| EX-99.1                   | Amendment to Olin Corporation Supplemental Contributing Employee Ownership Plan |