

OLIN CORP
Form 4
February 13, 2013

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 *
PAIN GEORGE H

(Last) (First) (Middle)

**OLIN CORPORATION, 190
CARONDELET PLAZA SUITE
1530**

(Street)

CLAYTON, MO 63105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

OLIN CORP [OLN]

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

02/11/2013

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)

Sr. VP, Gen. Counsel & Sec.

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock \$1 par value	02/11/2013		M		17,083	A	\$ 14.28	90,553.386 ⁽¹⁾	D	
Common Stock \$1 par value	02/11/2013		M		34,166	A	\$ 15.68	124,719.386 ⁽¹⁾	D	
Common Stock \$1 par value	02/11/2013		S		51,249	D	\$ 23.2028 ⁽²⁾	73,470.386 ⁽¹⁾	D	
Common								513.4962 ⁽³⁾	I	BY

Stock \$1
par value

ESOP
Trustee

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

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(9-02)

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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option Right to Buy	\$ 14.28	02/11/2013		M	17,083	02/05/2009 02/04/2019	Common Stock	17,083
Employee Stock Option Right to Buy	\$ 15.68	02/11/2013		M	34,166	02/05/2010 02/04/2020	Common Stock	34,166
Employee Stock Option Right to Buy	\$ 23.28	02/11/2013		A	34,000	⁽⁴⁾ 02/10/2023	Common Stock	34,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAIN GEORGE H OLIN CORPORATION 190 CARONDELET PLAZA SUITE 1530 CLAYTON, MO 63105			Sr. VP, Gen. Counsel & Sec.	

Signatures

/s/T. E. Murphy,
Attorney-in-Fact

02/13/2013

__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) Amount includes 88.809 shares held under the Olin Corporation Dividend Reinvestment Plan acquired periodically in transactions, which are exempt from Section 16(b).

This transaction was executed in multiple trades at prices ranging from \$23.16 to \$23.2708 per share. The price reported above reflects
- (2) the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- The figure represents shares of Olin Common Stock held under the Olin Common Stock Fund of the Olin Corporation Contributing
- (3) Employee Ownership Plan (CEOP), a tax conditioned plan reflecting transactions exempt under Rule 16b-3, as reported by the CEOP Plan Administrator as of January 15, 2013.
- (4) The option vests in three annual installments beginning February 11, 2014.

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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