

OLIN CORP  
Form DEF 14A  
March 09, 2005

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a)**  
**of the Securities Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14A-6(E)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-12

**OLIN CORPORATION**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

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2) Aggregate number of securities to which transaction applies:

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3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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4) Proposed maximum aggregate value of transaction:

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

Notes:

Reg. Section 240.14a-101.

SEC 1913 (3-99)

190 CARONDELET PLAZA, SUITE 1530, CLAYTON, MISSOURI 63105-3443

March 15, 2005

Dear Olin Shareholder:

We cordially invite you to attend our 2005 annual meeting of shareholders.

This booklet includes the notice and proxy statement, which describes the business we will conduct at the meeting and provides information about Olin that you should consider when you vote your shares. We have not planned a communications segment or any multimedia presentations for the 2005 annual meeting.

Ms. Virginia A. Kamsky, Chairman and Chief Executive Officer of Kamsky Associates, Inc., was elected to the Board in September 2004 to fill a vacancy created by the death of Michael Coleman. As required by Olin's Bylaws, she is up for re-election by the shareholders at this year's annual meeting. Michael Coleman was elected to Olin's Board in April 2004 and tragically died in an automobile accident in September 2004. The Board appreciates Mr. Coleman's contributions while he served on Olin's Board.

Whether or not you plan to attend, it is important that your shares are represented and voted at the annual meeting. If you do not plan to attend the annual meeting, you may vote your shares on the Internet, by telephone or by completing and returning the proxy card in the enclosed envelope. If you plan to attend the annual meeting, please bring the lower half of your proxy card to use as your admission ticket for the meeting.

At last year's annual meeting more than 93% of our shares were represented in person or by proxy. We hope for the same high level of representation at this year's meeting and we urge you to vote as soon as possible.

Sincerely,

**Randall W. Larrimore**

*Chairman of the Board*

**YOUR VOTE IS IMPORTANT**

**We urge you to promptly vote the shares on the Internet, by telephone or by completing, signing, dating and returning your proxy card in the enclosed envelope.**

**OLIN CORPORATION**

**Notice of Annual Meeting of Shareholders**

**Time:** 8:30 a.m. (Central Daylight time)

**Date:** Thursday, April 28, 2005

**Place:** The Ritz-Carlton Hotel 100 Carondelet Plaza Clayton, Missouri 63105

**Purpose:** To consider and act upon the following:

- (1) The election of three Directors to serve for three-year terms expiring in 2008.
- (2) Approval of the Amended and Restated 1997 Stock Plan for Non-employee Directors.
- (3) Approval of the Olin Senior Management Incentive Compensation Plan, as amended.
- (4) Ratification of the appointment of independent auditors for 2005.
- (5) Such other business that is properly presented at the meeting.

**Who May Vote:** You may vote if you were the record owner of Olin common stock at the close of business on March 3, 2005.

By Order of the Board of Directors:

**George H. Pain**

*Secretary*

Clayton, Missouri

March 15, 2005

**OLIN CORPORATION**

**PROXY STATEMENT**

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**ANNUAL MEETING OF SHAREHOLDERS**

**To be Held April 28, 2005**

**GENERAL QUESTIONS**

***Why did I receive this proxy statement?***

You received this proxy statement because you owned shares of Olin common stock par value \$1 per share, which we refer to as common stock, unless noted otherwise, at the close of business on March 3, 2005. Olin's Board of Directors is asking you to vote at the 2005 annual meeting for each of the Director nominees identified in Item 1 and for Items 2, 3 and 4 listed in the notice of the annual meeting of shareholders. This proxy statement describes the matters on which we would like you to vote and provides information so that you can make an informed decision.

***When was this proxy material mailed to shareholders?***

We began to mail the proxy statement and form of proxy to shareholders on or about March 15, 2005.

***What if I have questions?***

If you have questions, please write them down and send them to the Secretary at Olin's principal executive office at 190 Carondelet Plaza, Suite 1530, Clayton, MO 63105-3443.

***What will I be voting on?***

You will be voting on:

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- (1) the election of three Directors,
- (2) the approval of the Amended and Restated 1997 Stock Plan for Non-employee Directors,
- (3) the approval of the Olin Senior Management Incentive Compensation Plan, as amended,
- (4) the ratification of KPMG LLP as Olin's independent auditors for 2005, and
- (5) any other business properly presented at the annual meeting.

***Could other matters be voted on at the annual meeting?***

As of March 15, 2005, the items listed in the preceding question are the only matters being considered. If any other matters are properly presented for action, the persons named in the accompanying form of proxy will vote the proxy in accordance with their best judgment and opinion as to what is in the best interests of Olin.

***How does the Board recommend I vote on the proposals?***

The Board recommends a vote for each of the Director nominees identified in Item 1 and for Items 2, 3 and 4.



## **VOTING**

### ***Who can vote?***

All shareholders of record at the close of business on March 3, 2005 are entitled to vote at the annual meeting.

### ***How many votes can be cast by all shareholders?***

At the close of business on March 3, 2005, the record date for voting, we had outstanding 70,950,293 shares of Olin common stock. Each shareholder on the record date may cast one vote for each full share owned. The presence in person or by proxy of the holders of a majority of such shares constitutes a quorum.

### ***How do I vote?***

You may vote either in person at the annual meeting or by proxy. To vote by proxy, you must select one of the following options:

- **Complete the enclosed proxy card:**

- Complete all of the required information on the proxy card.
- Date and sign the proxy card.
- Return the proxy card in the enclosed postage-paid envelope. We must receive the proxy card not later than the day before the annual meeting for your proxy to be valid and for your vote to count.
- If you are not the shareholder of record and hold shares through a custodian, broker or other agent, such agent may have special voting instructions that you should follow.

- **Vote by telephone** (telephone voting instructions are printed on the proxy card):

- Call the toll-free voting telephone number: 1-866-540-5760.
- Have the proxy card in hand.
- Follow and comply with the recorded instructions before the indicated deadline on April 27, 2005.
- If you are not the shareholder of record and hold shares through a custodian, broker or other agent, such agent may have special voting instructions that you should follow.

- **Vote on the Internet** (Internet voting instructions are printed on the proxy card):

- Access <http://www.proxyvoting.com/olin>.
- Have the proxy card in hand.

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- Follow the instructions provided on the site.
- Submit the electronic proxy before the indicated deadline on April 27, 2005.
- If you are not the shareholder of record but hold shares through a custodian, broker or other agent, such agent may have special voting instructions that you should follow.

Telephone and Internet voting ends at 11:59 p.m., Eastern Daylight time, on April 27, 2005. If you vote in a timely manner by the Internet or telephone, you do **not** have to return the proxy card for your vote to count. Please be aware that if you vote on the Internet, you may incur costs such as normal telephone and Internet access charges for which you will be responsible.

The Internet and telephone voting procedures appear on the bottom of the enclosed proxy card. You may also log on to change the vote or to confirm that the vote has been properly recorded.

If you want to vote in person at the annual meeting, and you own your common stock through a custodian, broker or other agent, you must obtain a proxy from that party in their capacity as owner of record for your shares and bring the proxy to the annual meeting.

***How are votes counted?***

If you specifically mark the proxy card (or vote by telephone or Internet) and indicate how you want your vote to be cast regarding any matter, your directions will be followed. If you submit the proxy card but do not specifically mark it with your instructions as to how you want to vote, the proxy will be voted for the election of the Directors and in favor of Items 2, 3 and 4 listed in the proxy. Mellon Investor Services LLC tabulates the shareholder votes and provides independent inspectors of election as part of its services as our registrar and transfer agent.

If you submit a proxy card marked `abstain` or `withhold` on any item, your shares will not be voted on the item so marked and your vote will not be included in determining the number of votes cast for that matter.

***Can I change my vote?***

Yes. Even if you submit a proxy card with your voting instructions, you may revoke or change it in person at the meeting any time before it is exercised or before the expiration of the voting deadlines by:

- submitting another written proxy with a later date,
- casting a new vote on the Internet or by telephone,
- sending a written notice of the change in your voting instructions to the Secretary if received before the annual meeting, or
- revoking the grant of a previously submitted proxy and voting in person at the annual meeting.

***When are the votes due?***

Shares represented by proxies on the enclosed proxy card will be counted in the vote at the annual meeting if we receive your proxy card by April 27, 2005. Proxies submitted by the Internet or by telephone will be counted in the vote only if they are received by 11:59 p.m., Eastern Daylight time on April 27, 2005.

***How do I vote my shares held in the Olin Contributing Employee Ownership Plan or the Arch Chemicals, Inc. Contributing Employee Ownership Plan?***

On March 3, 2005, 6,005,695 shares were held in the Olin common stock fund of the Olin Corporation Contributing Employee Ownership Plan and 538,264 shares were held in the Olin common stock fund of the Arch Chemicals, Inc. Contributing Employee Ownership Plan. We sometimes refer to one or both of these plans as the CEOP. JPMorgan Chase Bank, as the Trustee of the

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CEOP, holds all of those shares. If you are a participant in the CEOP, you may instruct JPMorgan Chase Bank how to vote shares of common stock credited to you by indicating your instructions on your proxy card and returning it to us or by voting on the Internet or telephone. JPMorgan Chase Bank will vote shares of common stock held in the CEOP for which it does **not** receive voting instructions, or which are not credited to participants' accounts, in the same manner proportionately as it votes the shares of common stock for which they **do** receive instructions.

### *How do I vote my shares held in the Automatic Dividend Reinvestment Plan?*

Mellon Investor Services LLC is our registrar and transfer agent and administers the Automatic Dividend Reinvestment Plan. If you participate in our Automatic Dividend Reinvestment Plan, Mellon will vote any shares of common stock that it holds for you in accordance with your instructions indicated on the proxy card you return or the vote you make by Internet or telephone. If you do not submit a proxy card for your shares of record or vote by Internet or telephone, Mellon Investor Services LLC will not vote your dividend reinvestment shares.

**MISCELLANEOUS**

***Can I contact Board members directly?***

Our Audit Committee has established the following methods for shareholders to communicate directly with the board and/or its members.

- Mail Letters may be addressed to the board or to an individual board member as follows:  
The Olin Board or (Name of the Director)

c/o Office of the Secretary

Olin Corporation

190 Carondelet Plaza, Suite 1530

Clayton, MO 63105

- E-mail You may send an e-mail message to Olin's Board at the following address: *directors@olin.com*. In addition, you may send an e-mail message to an individual board member by addressing the e-mail using the first initial of the director's first name combined with his or her last name and the suffix *@olin.com*.
- Telephone Olin has established a safe and confidential process for reporting, investigating and resolving employee and other third party concerns. Shareholders may also use this Help-Line to communicate with one or more directors on any Olin matter. The Help-Line is operated by an independent, third party service 24 hours a day, 7 days a week. In the United States, the Help-Line can be reached by dialing toll-free 800-362-8348. If outside the United States, callers should call collect 203-750-3100.

***Who pays for this proxy solicitation?***

Olin will pay the entire expense of this proxy solicitation.

***Who solicits the proxies and what is the cost of this proxy solicitation?***

Our Board is soliciting the proxies. We have hired Georgeson Shareholder Communications Inc., a proxy solicitation firm, to assist us with the distribution of proxy materials and vote solicitation. We will pay Georgeson approximately \$11,500 for its services and will reimburse Georgeson for payments made to brokers and other nominees for their expenses in forwarding proxy solicitation materials.

***How will the proxies be solicited?***

Georgeson will solicit proxies by personal interview, mail, and telephone, and will request brokerage houses and other custodians, brokers and other agents to forward proxy solicitation materials to the beneficial owners of Olin common stock for whom they hold shares. Our Directors, officers and employees may also solicit proxies by personal interview and telephone.

***How can I submit a shareholder proposal at the 2006 annual meeting?***

If you want to present a proposal to be considered for inclusion in the 2006 proxy statement for the 2006 annual meeting, you must deliver the proposal in writing to the Secretary at Olin Corporation, 190 Carondelet Plaza, Suite 1530, Clayton, MO 63105 no later than November 15, 2005. You must then present your proposal in person at the 2006 annual meeting.

If you want to present a proposal for consideration at the 2006 annual meeting without including your proposal in the proxy statement, you must deliver a written notice (containing the information required by Olin's By-Laws) to the Secretary at Olin Corporation, 190 Carondelet Plaza, Suite 1530, Clayton, MO 63105 no later than January 28, 2006. You must also present your proposal in person at the 2006 annual meeting.

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***How can I directly nominate a Director for election to the Board at the 2006 annual meeting?***

According to Olin's By-Laws, you may directly nominate an individual for election to the Board if you deliver a written notice of the nomination to Olin's Secretary no later than January 28, 2006. Your notice must include:

- your name and address;
- the name and address of the person you are nominating;
- a statement that you are entitled to vote at the annual meeting and intend to appear at the annual meeting in person, or by proxy, to make the nomination;
- a description of arrangements or understandings between you and others, if any, pursuant to which you are making the nomination;
- such other information about the nominee as would be required in a proxy statement filed under the Securities and Exchange Commission proxy rules; and
- the written consent of the nominee to actually serve as a Director, if elected.

***How can I recommend a Director for the slate of candidates to be nominated by Olin's Board for election at the 2006 annual meeting?***

In addition to directly nominating an individual for election to the Board as discussed above, you can suggest that our Directors and Corporate Governance Committee consider a person for inclusion in the slate of candidates to be proposed by the Board for election at the 2006 annual meeting. You can recommend a person by delivering written notice to Olin's Board no later than October 16, 2005. The notice must include the information described under the heading "What is Olin's Director Nomination Process?" on page 13, and must be sent to the address indicated under that heading.

**CERTAIN BENEFICIAL OWNERS**

***Does any single shareholder own or control 5% or more of Olin's common stock?***

Except as listed below, no person beneficially owned more than five percent of our common stock as of February 28, 2005.

<u>Name and Address of Beneficial Owner</u>	Amount and	Percent
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	<b>Nature of Beneficial Ownership</b>	<b>of Class</b>
FMR Corp. 82 Devonshire Street Boston, MA 02109	5,860,648(a)	8.4

- (a) Olin has been advised in an amended Schedule 13G filing dated as of February 14, 2005 as follows with respect to these shares as of December 31, 2004: FMR Corp. (FMR) has sole voting power as to 319,350 of such shares and sole dispositive power as to all such shares. Fidelity Management & Research Company and Fidelity Management Trust Company beneficially own 5,541,298 and 139,890 shares. Both are subsidiaries of FMR. Edward C. Johnson 3rd (Johnson), Chairman of FMR, and FMR each have dispositive power with respect to all such shares. Neither FMR nor Johnson has sole voting power with respect to the shares, which power rests with the Board of Trustees. Members of the Johnson family are the predominant owners of Class B shares of common stock of FMR, representing approximately 49% of the voting power of FMR. Abigail P. Johnson is a director of FMR. The Johnson family group and all other Class B shareholders have entered into a shareholders voting agreement under which all Class B shares will be voted in accordance with the majority vote of Class B shares. Accordingly, through their ownership of voting common stock and the execution of the shareholders voting agreement, members of the Johnson family may be deemed to form a controlling group with respect to FMR.



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**ITEM 1 PROPOSAL FOR THE ELECTION OF DIRECTORS**

***Who are the individuals nominated by the Board to serve as Directors?***

The Board of Directors is divided into three classes. Each class has a term of office for three years, and the term of each class ends in a different year. The Board has nominated three persons, each of whom is listed under Nominees for Three-Year Terms Expiring in 2008, for election as Class II Directors to serve until the 2008 annual meeting of shareholders and until their successors have been elected. All of these nominees currently serve as Class II Directors. Virginia A. Kamsky was elected by the Board of Directors pursuant to Olin's By-laws as a new Class II Director on September 24, 2004. Olin's By-laws require that any director elected by the Board of Directors shall serve only until the next election of Directors by the shareholders. The Board has nominated Ms. Kamsky for re-election by the shareholders as a Class II Director, with a term expiring in 2008. The terms of the other Directors will continue after the annual meeting as indicated below.

The Board has been involved in a search for one or more additional directors and while the Board has not selected any additional directors at the time this proxy is being mailed, the Board intends to continue its search and may appoint one or more additional directors prior to the annual shareholders meeting in 2006. Olin's By-laws require that any director elected by the Board of Directors shall serve only until the next election of Directors by the shareholders.

The Board expects that all of the nominees will be able to serve as Directors. If any nominee is unable to accept election, a proxy voting in favor of such nominee will be voted for the election of a substitute nominee selected by the Board, unless the Board reduces the number of Directors.

**CLASS II**

**NOMINEES FOR THREE-YEAR TERMS EXPIRING IN 2008**

VIRGINIA A. KAMSKY, 51, is Chairman and Chief Executive Officer of Kamsky Associates, Inc. (a merchant banking firm with offices in New York and Beijing, China), a position she has held since 1980. From 2003 to January 2004, she also served as Executive Vice President of Foamex International (a specialty chemicals company). Ms. Kamsky holds a bachelors degree from Princeton University and attended graduate school at Princeton University's Woodrow Wilson School of Public and International Affairs. She also served as a Trustee of Princeton University. Ms. Kamsky is Chairman of the Board of Trustees of China Institute in America, a member of The Council on Foreign Relations and a Founding Governor of The American Chamber of Commerce in Beijing. She is also a member of The Advisory Board of AmeriCares and serves on the Board of Trustees of The Dalton School. Ms. Kamsky is a member of the Board of Directors of Tecumseh Products Company (a manufacturer of hermetic compressors, gasoline engines and power train components, submersible pumps, and small electric motors). Ms. Kamsky has completed two and one-half hours of director education, which is accredited by Institutional Shareholder Services, and expects to complete at least an additional five and one-half hours of training in late March 2005. Olin Director since 2004; member of the Audit Committee and the Directors and Corporate Governance Committee.

RICHARD M. ROMPALA, 58, is Chairman of The Valspar Corporation, a manufacturer and distributor of paints and coatings, a position he has held since 1998. Mr. Rompala was also Chief Executive Officer of Valspar from 1995 through February 2005. From 1994-2001, he also served as President of Valspar. Prior to 1994, Mr. Rompala served as Group Vice President-Coatings and Resins for two years and Group Vice President-Chemicals for five years at PPG Industries, Inc. (a supplier of sealants, coatings, application systems and cockpit transparencies). Mr. Rompala holds a BA degree in Chemistry and a BS degree in Chemical Engineering from Columbia University and an MBA degree from Harvard Business School. He is a Director of The Valspar Corporation. Mr. Rompala has completed an eight hour director education course, which is accredited by Institutional Shareholder Services. Olin Director since 1998; Chair of the Compensation Committee and member of the Directors and Corporate Governance Committee and the Executive Committee.

JOSEPH D. RUPP, 54, is President and Chief Executive Officer of Olin, a position he has held since January 2002. Prior to that and since March 2001, he was Executive Vice President, Operations, and was responsible for all Olin business operations including the Brass Division, (currently part of the Metals Group), Winchester and Chlor Alkali Products. He joined Olin's Brass Division in 1972 and held a number of positions of increasing responsibility in the Brass Division manufacturing and engineering organization. In 1985, he was appointed Vice President, Manufacturing and Engineering. He was appointed President of Olin Brass and a Corporate Vice President in 1996. He holds a BS degree in Metallurgical Engineering from the University of Missouri, Rolla. Mr. Rupp has completed an eight hour director education course, which is accredited by Institutional Shareholder Services. Olin Director since 2002.

**The Board recommends that you vote FOR the election of Ms. Kamsky, Mr. Rompala and Mr. Rupp as Class II Directors.**

***How many votes are required to elect a Director?***

A nominee will be elected as a Director if a plurality of the votes cast in the election is in favor of the nominee. Abstentions and shares held in street name that are not voted in the election of Directors will not be included in determining the number of votes cast.

*Who are the other remaining Directors and when are their terms scheduled to expire?*

The terms of the following Directors will continue after the 2005 annual meeting, as indicated below.

**CLASS I**

**DIRECTORS WHOSE TERMS CONTINUE UNTIL 2007**

DONALD W. GRIFFIN, 68, retired as Chairman of Olin in April 2003, a position he held since 1996. From 1996 through 2001, he also served as Olin's President and Chief Executive Officer. He joined Olin in 1961 and from 1963 served in a variety of Brass Division, which subsequently became part of the Metals Group, marketing positions, including director of international business development and vice president, marketing. In 1983, he was elected a corporate Vice President and President of the Brass Group. In 1985, he was named President of the Winchester Group; in 1986, President of the Defense Systems Group; in 1987, Executive Vice President; in 1993, Vice Chairman-Operations; in 1994, President and Chief Operating Officer; in January 1996, Chief Executive Officer; and in April 1996, Chairman. He is a graduate of the University of Evansville, Evansville, IN and completed the Graduate School for Sales and Marketing Managers at Syracuse University, Syracuse, NY. Mr. Griffin is a Director of Eastman Chemical Company (a manufacturer of chemicals, fiber and plastics products) and Barnes Group Inc. (a manufacturer and distributor of precision metal parts and industrial supplies). He is on the Board of Trustees of the Buffalo Bill Historical Center and the University of Evansville. He is a life member of the Navy League of the United States and the Surface Navy Association. Mr. Griffin has completed four hours of director education, which is accredited by Institutional Shareholder Services. Olin Director since 1990.

RANDALL W. LARRIMORE, 57, is Chairman of Olin, a position he has held since April 2003. From 1997 until his retirement in December 2002, he served as President and Chief Executive Officer of United Stationers Inc., a wholesale distributor of office products. From 1988 until 1997, he was President and Chief Executive Officer of MasterBrand Industries, Inc., a subsidiary of Fortune Brands, Inc. (a consumer products company). He holds a BA degree from Swarthmore College and an MBA degree from the Harvard Business School. He is a member of the Board of Directors of Campbell Soup Company (a manufacturer and marketer of soup and other food products), Air-serv, Inc. (a private company that is a provider of tire inflation services) and Evanston Northwestern Healthcare Foundation (an academic healthcare system). He is also trustee of Lake Forest Academy. Mr. Larrimore has completed an eight hour director education course, which is accredited by Institutional Shareholder Services. Olin Director since 1998; Chair of the Executive Committee, member of the Audit Committee, Directors and Corporate Governance Committee and the Compensation Committee.

ANTHONY W. RUGGIERO, 63, is Executive Vice President and Chief Financial Officer of Olin, a position he has held since January 1999. He joined Olin in 1995 as Senior Vice President and Chief Financial Officer. Mr. Ruggiero served as Senior Vice President and Chief Financial Officer of The Reader's Digest Association, Inc. (a publisher and direct marketer) from 1990 to 1995. He joined Squibb Corporation (a producer and distributor of medicines) in 1969 and served as Senior Vice President and Chief Financial Officer and a Director from 1983 to 1990. He holds a BS degree from Fordham University, an MBA degree from the Columbia Business School, and a Post Master's Certificate in Accounting. He is a member of the Financial Executives Institute, a Director and Audit Committee Chair of Carlisle Companies Incorporated (a manufacturer and distributor of products for the roofing, construction, trucking, automotive, food service, industrial equipment, lawn and garden and aircraft manufacturing industries). He is also a former Director and Audit Committee Chair of Primex Technologies, Inc. (an ordnance and aerospace contractor). Mr. Ruggiero has completed an eight hour director education course, which is accredited by Institutional Shareholder Services. Olin Director since 1999.

### **CLASS III**

#### **DIRECTORS WHOSE TERMS CONTINUE UNTIL 2006**

WILLIAM W. HIGGINS, 69, retired as a Senior Vice President of The Chase Manhattan Bank, N.A. (a national bank) and a senior credit executive of its Institutional Bank in December 1990. He joined the bank in 1959 after receiving a BA degree from Amherst College and an MBA degree from Harvard Business School. He was appointed Assistant Treasurer in 1962, Second Vice President in 1965 and Vice President in 1968. He was appointed a Senior Vice President and a Credit Policy Executive in 1983. From 1979 to 1983, he served as Deputy Sector Credit Executive of the Corporate Industries Sector. Prior to that, he was Group Credit Officer of the Corporate Banking Department and before that, District Executive of the Petroleum Division of the same Department. He is a Director and former Chairman of the Greenwich Emergency Medical Service, Inc. (a not-for-profit corporation) in Greenwich, CT. He is past President of the Belle Haven Landowners Association in Greenwich, a former member of the Representative Town Meeting in Greenwich, and a former trustee of the Canterbury School in New Milford, Connecticut. He is a Director and Audit Committee member of Connecticut Community Bank, N.A. (a national bank) and its holding Company Associated Community Bancorp, Inc. Mr. Higgins has completed an eight hour director education course, which is accredited by Institutional Shareholder Services. Olin Director since 1964; Chair of the Audit Committee and member of the Compensation Committee, the Directors and Corporate Governance Committee and the Executive Committee.

JAMES G. HASCALL, 66, was Chairman and Chief Executive Officer of Primex Technologies, Inc. (an ordnance and aerospace contractor), a position he assumed in 1997 when Primex was spun off from Olin Corporation, until his retirement in January of 2001 when Primex merged into General Dynamics. From January 1996 through December 1996, Mr. Hascall served as Executive Vice President of Olin, having operating responsibility for Olin's Brass (currently part of the Metals Group), Winchester, Ordnance and Aerospace Divisions. From 1985 through 1995, Mr. Hascall served as President of Olin's Brass Division. He was an Olin Corporate Vice President from 1985 to 1990 and a Senior Vice President from 1990 to December 1995. Mr. Hascall earned a Bachelor of Science degree in Industrial Engineering from Washington University, St. Louis, Missouri in 1960. Mr. Hascall has completed an eight hour director education course, which is accredited by Institutional Shareholder Services. Olin Director since 2003; Chair of the Directors and Corporate Governance Committee and member of the Audit Committee and the Executive Committee.

PHILIP J. SCHULZ, 60, was Managing Partner of PricewaterhouseCoopers Hartford, Connecticut office until his retirement in July 2003. Mr. Schulz also served as the Hartford office leader of PwC's Consumer & Industrial Products & Services industry group. He joined Coopers & Lybrand in 1967 and was Managing Partner of the Hartford office at the time of the merger of Coopers & Lybrand and Price Waterhouse in 1998. He was a member of the Firm Council and was a trustee of the PwC Foundation. He also served as a regional technical consultant and SEC reviewer and was assigned to the firm's national office for two years. Olin's Board of Directors has determined that Mr. Schulz qualifies as an audit committee financial expert for Olin under applicable SEC rules. Mr. Schulz is a Director and Audit Committee Chair of The Connecticut Bank & Trust Company (a state banking institution). Mr. Schulz has completed an eight hour director education course, which is accredited by Institutional Shareholder Services. Olin Director since 2003; Vice Chair of the Audit Committee and a member of the Directors and Corporate Governance Committee.

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**ADDITIONAL INFORMATION REGARDING THE BOARD OF DIRECTORS**

***How many meetings did Board members attend?***

During 2004, the Board held eight meetings. All directors attended at least 75% of the meetings of the Board and committees of the Board on which they served, except for Ms. Kamsky. Seven of our current nine Board members attended 100% of the meetings of the Board and committees of the Board on which they served in 2004. Ms. Kamsky attended both Board meetings held during the period she served as a director in 2004. She missed a portion of one of those meetings and did not attend one of the two Audit Committee meetings held during the period she served on the Audit Committee in 2004, due to prior commitments at the time she was elected to the Board and appointed to the Audit Committee. All of our directors attended the 2004 annual shareholders meeting. We do not have a policy regarding directors' attendance at the annual shareholders meeting; however, they typically attend the meeting and a Board meeting, which is scheduled after the annual shareholders meeting.

***Which Board members are independent?***

Our Board has determined that all of its members, except Messrs. Griffin, Ruggiero and Rupp, are independent in accordance with applicable New York Stock Exchange (NYSE) listing standards, including consideration of all relevant facts and circumstances in concluding that none of the members determined to be independent had a material relationship with Olin.

***Does the Company have corporate governance guidelines and a code of business conduct?***

The Board has adopted Principles of Corporate Governance and a Code of Business Conduct. The Code of Business Conduct applies to our directors and all of our employees, including our chief executive officer, chief financial officer, and principal accounting officer/controller. Each of our three major standing Board committees (Audit, Compensation and Directors and Corporate Governance) acts under a written charter adopted by the Board. All of these documents can be viewed on our website at [www.olin.com](http://www.olin.com) in the Corporate Governance Section of the Investor section. In addition, we will disclose any amendment to, or waiver from, a provision of our Code of Business Conduct for our CEO, CFO, principal accounting officer/controller or other employees performing similar functions on that website.

***What are the committees of the Board?***

Our committees of the Board are:

The *Audit Committee*, which held twelve meetings during 2004, advises the Board on internal and external audit matters affecting us. The audit committee acts under a written Charter adopted by the Board in 1997, and reviewed and updated in 2003. The audit committee is comprised solely of directors who meet the NYSE standard for independence and its members are: William W. Higgins, Chair, James G. Hascall, Virginia A. Kamsky, Randall W. Larrimore and Philip J. Schulz, Vice Chair. The Board has also determined that Philip J. Schulz meets the SEC definition of an audit committee financial expert. The audit committee:

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- has sole authority to directly appoint, retain, compensate, evaluate and terminate our independent auditors;
- reviews with our independent auditors the scope and results of their examination of our financial statements and any investigations and surveys by such auditors;
- pre-approves and monitors audit and non-audit services performed by our independent auditors;

- reviews its charter annually and publishes the charter in the annual meeting proxy statement in accordance with Securities and Exchange Commission (SEC) regulations;
- reviews our annual audited and quarterly unaudited financial statements and management's discussion and analysis of financial condition and operations in our Form 10-K and Form 10-Qs before filing or distribution;
- reviews with management and our independent auditors, the interim financial results and related press releases before issuance to the public;
- reviews audit plans, activities and reports of our internal and regulatory audit departments;
- reviews the presentations by management and our independent auditors regarding our financial results;
- monitors our litigation process including major litigation and other legal matters that impact our financial statements or compliance with the law;
- monitors compliance with legal and regulatory requirements including environmental, health, safety and transportation compliance;
- monitors our insurance and risk management process;
- oversees our ethics and business conduct programs and procedures; and
- has the authority to hire its own independent advisors.

The *Compensation Committee*, which held four meetings during 2004, sets policy, develops and monitors strategies for, and administers the programs that are used to compensate the chief executive officer and other senior executives. The compensation committee is comprised solely of directors who meet the NYSE standard for independence and its members are: Richard M. Rompala, Chair, William W. Higgins and Randall W. Larrimore. The compensation committee:

- approves the salary plans for senior executives including their total direct compensation opportunity, comprised of base salary, annual incentive standard and long-term incentive guideline award;
- approves the measures, goals, objectives, weighting, payout matrices, performance certification and actual payouts for the incentive compensation plans;
- administers the incentive compensation plans, stock option plans, and long-term incentive plans;
- annually evaluates the performance of the chief executive officer;
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performs settlor functions for the Company's benefit plans such as establishing, designing and amending employee benefits;

- approves executive and change-in-control agreements;
- advises the Board on the compensation of directors; and
- has the authority to hire its own independent advisors.

The *Directors and Corporate Governance Committee*, which held four meetings during 2004, assists the board in fulfilling its responsibility to our shareholders relating to the selection and nomination of officers and directors. The directors and corporate governance committee is comprised solely of directors who meet the NYSE standard for independence and its members are: James G. Hascall, Chair, William W. Higgins, Virginia A. Kamsky, Randall W. Larrimore, Richard M. Rompala and Philip J. Schulz. The directors and corporate governance committee:

- makes recommendations to the Board regarding the election of the chief executive officer;