

OKeefe Thomas J  
 Form 3  
 May 05, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person * OKeefe Thomas J (Last) (First) (Middle)  OLIN CORPORATION, 600 POWDER MILL ROAD (Street)  EAST ALTON, IL 62024 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/28/2011	3. Issuer Name and Ticker or Trading Symbol OLIN CORP [OLN]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President, Winchester	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock \$1 par value	12,719	D	À
Common Stock \$1 par value	11,367.7324 <sup>(1)</sup>	I	By ESOP Trustee

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	02/09/2007	02/08/2016	Common Stock	3,925	\$ 20.68	D	Â
Employee Stock Option (right to buy)	02/13/2008	02/12/2017	Common Stock	6,833	\$ 16.52	D	Â
Employee Stock Option (right to buy)	02/07/2009	02/06/2018	Common Stock	7,500	\$ 20.29	D	Â
Employee Stock Option (right to buy)	02/05/2010 <sup>(2)</sup>	02/05/2019	Common Stock	12,500	\$ 14.28	D	Â
Employee Stock Option (right to buy)	02/05/2011 <sup>(3)</sup>	02/04/2020	Common Stock	12,500	\$ 15.68	D	Â
Employee Stock Option (right to buy)	Â <sup>(4)</sup>	02/11/2021	Common Stock	14,000	\$ 18.78	D	Â
Restricted Stock Units	Â <sup>(5)</sup>	Â <sup>(5)</sup>	Common Stock	1,667	\$ <sup>(6)</sup>	D	Â
Restricted Stock Units	Â <sup>(7)</sup>	Â <sup>(7)</sup>	Common Stock	1,667	\$ <sup>(6)</sup>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OKeefe Thomas J OLIN CORPORATION 600 POWDER MILL ROAD EAST ALTON, IL 62024	Â	Â	Â President, Winchester	Â

## Signatures

/s/ B. M. Pantalone                      05/05/2011

         \*\*Signature of Reporting Person                      Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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).

The figure shown represents shares of Olin Common Stock held under the Olin Common Stock Fund of the Olin Corporation

- (1) Contributing Employee Ownership Plan (CEOP), a tax-conditioned plan reflecting transactions exempt under Rule 16b-3, as reported by the Plan Administrator as of April 28, 2011.
- (2) Option vests in three annual installments beginning on 2/5/2010.
- (3) Option vests in three annual installments beginning on 2/5/2011.

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- (4) Option vests in three annual installments beginning on 2/11/2012.
- (5) Right to acquire shares of common stock vesting on 2/5/2012.
- (6) Security converts on a one-for-one basis.
- (7) Right to acquire shares of common stock vesting on 2/5/2013.

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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