

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

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 | Â |
| Common Stock \$1 par value | 11,367.7324 ⁽¹⁾ | I | By ESOP Trustee |

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

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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 ⁽²⁾ | 02/05/2019 | Common Stock | 12,500 | \$ 14.28 | D | Â |
| Employee Stock Option (right to buy) | 02/05/2011 ⁽³⁾ | 02/04/2020 | Common Stock | 12,500 | \$ 15.68 | D | Â |
| Employee Stock Option (right to buy) | Â ⁽⁴⁾ | 02/11/2021 | Common Stock | 14,000 | \$ 18.78 | D | Â |
| Restricted Stock Units | Â ⁽⁵⁾ | Â ⁽⁵⁾ | Common Stock | 1,667 | \$ ⁽⁶⁾ | D | Â |
| Restricted Stock Units | Â ⁽⁷⁾ | Â ⁽⁷⁾ | Common Stock | 1,667 | \$ ⁽⁶⁾ | 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

⁽¹⁾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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