

OLIN CORP
Form 8-K
December 17, 2002

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): December 17, 2002

OLIN CORPORATION

(Exact name of registrant as specified in its charter)

Virginia
(State or Other Jurisdiction of Incorporation)

1-1070
(Commission File Number)

13-1872319
(IRS Employer Identification No.)

**P.O. Box 4500, 501 Merritt 7,
Norwalk, Connecticut**
(Address of principal executive offices)

06856-4500
(Zip Code)

(203) 750-3000
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Item 7. Exhibits.

<u>Exhibit No.</u>	<u>Exhibit</u>
99.1	Press Release, dated December 17, 2002.

Item 9. Regulation FD Disclosure.

In accordance with General Instruction B.2. of Form 8-K, the following information shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended. Olin disclaims any intention or obligation to update or revise this information.

Attached as Exhibit 99.1, and incorporated herein by reference, is a copy of the registrant's press release dated December 17, 2002, announcing a possible restructuring charge and a charge in connection with a settlement with the Internal Revenue Service related to company-owned life insurance and reaffirming its fourth quarter earnings guidance.

SIGNATURE

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

By: /s/ GEORGE H.
PAIN

Name: George
H. Pain
Title: Vice
President,
General
Counsel
and Secretary

Date: December 17, 2002

EXHIBIT INDEX

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