OLIN CORP Form 4 September 12, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Benoist Gray G

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

Stock \$1

par value

(First)

(Middle)

(Zip)

OLIN CORP [OLN]

3. Date of Earliest Transaction

(Month/Day/Year) 09/10/2014

(Check all applicable)

_X__ Director 10% Owner Officer (give title Other (specify below)

C/O OLIN CORPORATION, 190 CARONDELET PLAZA, SUITE 1530

(Street)

(State)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

I

CLAYTON, MO 63105

| (City) | (State) (Z | Zip) Table | e I - Non-D | erivative Securities Ac | quired, Disposed | of, or Beneficia | lly Owned |
|------------------------|--------------------------------------|----------------------------------|-------------|---------------------------------|---|---------------------------|-----------------------|
| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | | 4. Securities onAcquired (A) or | 5. Amount of Securities | 6. Ownership Form: Direct | 7. Nature of Indirect |
| (Instr. 3) | | any | Code | Disposed of (D) | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 and 5) | Owned | Indirect (I) | Ownership |
| | | | Code V | (A) or Amount (D) Price | Following Reported Transaction(s) (Instr. 3 and 4) | (Instr. 4) | (Instr. 4) |
| Common | | | | | | | |
| Stock \$1 par value | | | | | 15,000 | D | |
| Common | | | | | | | |

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

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number.

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 orDerivative 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 of Underlying Securities (Instr. 3 and 4) | | 1 |
|---|---|--------------------------------------|---|---|---|--|--------------------|---|----------------------------------|---|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Stock Units (1) | \$ 0 (2) | 09/10/2014 | | A | 241.836 | <u>(1)</u> | <u>(1)</u> | Common Stock | 241.836 | |

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Reporting Owners

| Reporting Owner Name / Address | Kelationships | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|
| | Director | 10% Owner | Officer | Other | |

Benoist Gray G
C/O OLIN CORPORATION
190 CARONDELET PLAZA, SUITE 1530
CLAYTON, MO 63105

Signatures

/s/ T. E. Murphy, Attorney-in-Fact 09/12/2014

**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) Dividend equivalents credited to the reporting person's account under the Amended and Restated 1997 Stock Plan for Non-employee Directors at \$26.72 per share as of 9/10/2014 in exempt transactions.
- (2) Security converts to common stock on a one-for-one basis.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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