

OLIN CORP  
Form 4  
November 06, 2015

**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 Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
**PAIN GEORGE H**

2. Issuer Name and Ticker or Trading Symbol  
**OLIN CORP [OLN]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**C/O OLIN CORPORATION, 190  
CARONDELET PLAZA, SUITE  
1530**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**11/04/2015**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**SVP, Gen. Counsel & Secretary**

(Street)  
**CLAYTON, MO 63105**

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price		
Common Stock \$1 par value	11/04/2015		P	25,000	A	\$ 19.9922 (1)	117,865.826 (2)	D	
Common Stock \$1 par value							2,455.6322 (3)	I	By ESOP Trustee

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

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SEC 1474 (9-02)

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	5. Number of Derivative 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)	Amount or Number of Shares
Phantom Stock Units	(4)	11/05/2015		I	341.3273	(4) (4)	Common Stock	321.3273

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAIN GEORGE H C/O OLIN CORPORATION 190 CARONDELET PLAZA, SUITE 1530 CLAYTON, MO 63105			SVP, Gen. Counsel & Secretary	

## Signatures

/s/ T. E. Murphy,  
Attorney-in-Fact

11/06/2015

\*\*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) This transaction was executed in multiple trades ranging from \$19.965 to \$20.00. The price reported above reflects the average weighted sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(2) Amount includes 83.826 shares held under the Olin Corporation Dividend Reinvestment Plan acquired periodically in transactions, which are exempt from Section 16(b).

(3) The figure represents shares of Olin Common Stock held under the Olin Common Stock Fund of the Olin Corporation Contributing Employee Ownership Plan (CEOP), a tax conditioned plan reflecting transactions exempt under Rule 16b-3, as reported by the CEOP Plan Administrator as of September 30, 2015.

(4) Each phantom unit is the economic equivalent of one share of Olin Corporation common stock. Shares are payable following termination of employment and may be transferred by the reporting person to an alternative investment at any time.

(5) Phantom shares acquired in multi-fund benefit plan.

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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