

OLIN CORP
Form 4
October 07, 2015

FORM 4

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

OMB APPROVAL

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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 *
Smith Vince J

(Last) (First) (Middle)

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

(Street)

CLAYTON, MO 63105

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/05/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock \$1 par value | 10/05/2015 | | M | 25,434 | A | Ⓐ | 38,273 | D |
| Common Stock \$1 par value | 10/05/2015 | | D | 25,434 | D | \$ 19.95 | 12,839 | D |
| Common Stock \$1 par value | 10/05/2015 | | A | 2,711 | A | Ⓐ | 15,550 | D |

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

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(9-02)

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 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 | (1) | 10/05/2015 | | M | 25,434 | 10/05/2015 10/05/2015 | Common Stock | 25,434 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Smith Vince J C/O OLIN CORPORATION 190 CARONDELET PLAZA, SUITE 1530 CLAYTON, MO 63105 | | X | | |

Signatures

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

10/07/2015

**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) Each share of phantom stock was the economic equivalent of one share of Olin Common Stock. All shares of phantom stock were held in the Olin Corporation Amended and Restated 1997 Stock Plan for Non-employee Directors, and were settled in cash.
- Shares received in exchange for Blue Cube Splitco Inc. (Splitco) common stock, in connection with the merger of a wholly owned subsidiary of issuer into Splitco (the Merger). Splitco stock was acquired in the exchange offer (Exchange Offer) made by The Dow Chemical Company (Dow). Under the terms of the Merger, each share of Splitco common stock converted into the right to receive
- (2) 0.87482759 shares of Olin common stock. The number of shares of Splitco common stock and number of shares of Olin common stock reported represent estimates subject to change as a result of the final proration factor to be announced by Dow. The reporting person undertakes to amend this report upon the determination of the final proration factor. The closing price of Olin's common stock on the effective date of the Merger was \$17.94 per share.

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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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