

McGough Dennis R
Form 4
July 31, 2008

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 *
McGough Dennis R

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)
OLIN CORPORATION, 190
CARONDELET PLAZA SUITE
1530

3. Date of Earliest Transaction
(Month/Day/Year)
07/30/2008

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

(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 Beneficial Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock \$1 par value	07/30/2008		M			6,000	A	\$ 15.85	11,708	D	
Common Stock \$1 par value	07/30/2008		M			15,000	A	\$ 18.97	26,708	D	
Common Stock \$1 par value	07/30/2008		M			11,250	A	\$ 18.63	37,958	D	
Common Stock \$1 par value	07/30/2008		M			24,000	A	\$ 16.1	61,958	D	

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Stock \$1 par value									
Common Stock \$1 par value	07/30/2008		M	23,000	A	\$ 15.35	84,958	D	
Common Stock \$1 par value	07/30/2008		M	18,400	A	\$ 18.52	103,358	D	
Common Stock \$1 par value	07/30/2008		S	91,650	D	\$ 29.93 <u>(1)</u>	11,708	D	
Common Stock \$1 par value							10,335.215 <u>(2)</u>	I	By ESOP Trustee

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option Right to Buy	\$ 15.85	07/30/2008		M	6,000	02/09/2000	02/08/2009	Common Stock	6,000
Employee Stock Option Right to Buy	\$ 18.97	07/30/2008		M	15,000	01/27/2001	01/26/2010	Common Stock	15,000
Employee Stock	\$ 18.63	07/30/2008		M	11,250	02/08/2002	02/07/2011	Common Stock	11,250

Option Right to Buy									
Employee Stock Option	\$ 16.1	07/30/2008	M	24,000	02/14/2003	02/13/2012	Common Stock	24,000	
Right to Buy									
Employee Stock Option	\$ 15.35	07/30/2008	M	23,000	02/13/2004	02/12/2013	Common Stock	23,000	
Right to Buy									
Employee Stock Option	\$ 18.52	07/30/2008	M	18,400	02/12/2005	02/11/2014	Common Stock	18,400	
Right to Buy									

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McGough Dennis R OLIN CORPORATION 190 CARONDELET PLAZA SUITE 1530 CLAYTON, MO 63105			Vice President	

Signatures

/s/ B. M. Pantalone, 07/31/2008
Attorney-in-Fact

**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 at prices ranging from \$29.76 to \$30.03. The price reported above reflects the weighted average 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) The figure represents shares periodically acquired under the Olin Corporation Contributing Employee Ownership Plan (CEOP), a tax conditioned plan, and held in the Olin Common Stock Fund of the CEOP as of June 30, 2008, in a transaction exempt under Rule 16b-3 and includes 90.3436 shares of Olin stock acquired since the date of the reporting person's last ownership report.

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.