

OKeefe Thomas J
 Form 4/A
 January 08, 2018

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 *
 OKeefe Thomas J

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)
 03/01/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Ammunition

(Street)
 CLAYTON, MO 63105

4. If Amendment, Date Original Filed(Month/Day/Year)
 03/03/2017

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock \$1 par value	03/01/2017		M	10,000 A	\$ 14.28	59,706	D
Common Stock \$1 par value	03/01/2017		S	10,000 D	\$ 32.2642	49,706	D
Common Stock \$1 par value	03/01/2017		M	10,000 A	\$ 15.68	59,706	D
Common Stock \$1 par value	03/01/2017		S	10,000 D	\$	49,706	D

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Stock \$1 par value	<u>(2)</u>	32.2642 <u>(3)</u>		
Common Stock \$1 par value		8,029.6237 <u>(4)</u>	I	By ESOP Trustee

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Options (Right to Buy)	\$ 14.28	03/01/2017		M	10,000	02/05/2010 ⁽⁵⁾ 02/04/2019 ⁽⁵⁾	Common Stock
Employee Stock Options (Right to Buy)	\$ 15.68	03/01/2017		M	10,000 <u>(2)</u>	02/05/2011 ⁽⁶⁾ 02/04/2020 ⁽⁶⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OKeefe Thomas J C/O OLIN CORPORATION 190 CARONDELET PLAZA, SUITE 1530 CLAYTON, MO 63105			SVP, Ammunition	

Signatures

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

01/08/2018

__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) Due to a clerical error, the average weighted sale price was incorrectly reported.
- (2) Due to a clerical error, this transaction was not included on the original Form 4.

- (3) This transaction was executed in multiple trades ranging from \$32.19 to \$32.355. 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.

- (4) 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 January 15, 2017.
- (5) The option vested in three equal annual installments on February 5, 2010, 2011 and 2012.
- (6) The option vested in three equal annual installments on February 5, 2011, 2012 and 2013.

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.