

OLIN CORP  
Form 8-K  
May 01, 2006

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

**Form 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): 04/26/2006**

**OLIN CORPORATION**

(Exact name of registrant as specified in its charter)

**Commission File Number: 1-1070**

**VA**  
(State or other jurisdiction of  
incorporation)

**13-1872319**  
(IRS Employer  
Identification No.)

**190 Carondelet Plaza Suite 1530 Clayton, MO 63105**  
(Address of principal executive offices, including zip code)

**314-480-1400**  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Information to be included in the report

**Item 1.01. Entry into a Material Definitive Agreement**

On April 27, 2006, Olin Corporation's (Olin) shareholders approved the Olin Corporation 2006 Long Term Incentive Plan (2006 LTIP) at Olin's Annual Shareholders Meeting. The 2006 LTIP is effective immediately.

The 2006 LTIP was filed with the SEC on March 17, 2006 as Appendix A to Olin's 2006 Proxy Statement dated March 24, 2006 and is incorporated into this Item 1.01 by reference.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

The Board of Directors of the Company approved an amendment to Article II, Section 1 of the Company's Bylaws, effective April 26, 2006, to decrease the number of directors from eleven to ten. A copy of the revised Bylaws, effective on April 26, 2006, is attached as Exhibit 3(b).

**Item 9.01. Financial Statements and Exhibits**

Exhibit No. Exhibit  
3(b) Bylaws as amended April 26, 2006.

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**Signature(s)**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

OLIN CORPORATION

Date: May 01, 2006

By: /s/ George H. Pain

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George H. Pain  
Vice President, General Counsel & Secretary

**Exhibit Index**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
EX-3.b	Bylaws as amended April 26, 2006