

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

(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)  
 03/01/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 SVP, Ammunition

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	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.

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SEC 1474  
(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 <sup>(5)</sup>	02/04/2019 <sup>(5)</sup>	Common Stock
Employee Stock Options (Right to Buy)	\$ 15.68	03/01/2017		M	10,000 <u>(2)</u>	02/05/2011 <sup>(6)</sup>	02/04/2020 <sup>(6)</sup>	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.

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