OLIN CORP Form 4 June 13, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

224,215 (2)

132,093

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January 31, 2005

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Estimated average burden hours per

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

2. Issuer Name and Ticker or Trading

Symbol

OLIN CORP [OLN]

1(b).

Stock \$1

par value (1) Common Stock \$1

par value (1)

(Print or Type Responses)

HIGGINS WILLIAM W

1. Name and Address of Reporting Person *

See Instruction

		OLINC	OKF [OLN]	(CI	(Check all applicable)			
	(First) (M CORPORATION, ELET PLAZA SUI	(Month/D 190 06/10/20	•	X Director Officer (g below)	10% Owner			
	(Street)		ndment, Date Original hth/Day/Year)	Applicable Line) _X_ Form filed b	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	Zip) Tabl	e I - Non-Derivative Secui	rities Acquired, Disposed	l of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities TransactionAcquired (A) Code Disposed of (Instr. 8) (Instr. 3, 4 and Or Code V Amount (D)	D) Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect Indirect Indirect Ownership (Instr. 4) Instr. 4)			
Common Stock \$1 par value				1,200	D			
Common								

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

By Wife

By trustee

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SEC 1474 (9-02)

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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. Transactic Code (Instr. 8)	5. Number of ionDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units (3)	\$ 0 (4)	06/10/2005		A	434.412		(3)	(3)	Common Stock	434.412

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HIGGINS WILLIAM W
C/O OLIN CORPORATION
190 CARONDELET PLAZA SUITE 1530
CLAYTON, MO 63105

Signatures

/s/B. M. Pantalone, Attorney-in-Fact 06/13/2005

**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) The reporting person disclaims beneficial ownership of these securities, and this report should not be deemed an admission that the reporting person is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- (2) Mrs. Higgins owns 79,538 shares outright and 144,677 shares held in trusts in which she has an interest.
- (3) Dividend equivalents credited to the reporting person's account under the 1997 Stock Plan for non-employee Directors at \$18.48 per share as of 6/10/05 in exempt transactions.
- (4) Security converts to common stock on a one-for-one basis.

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.

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