

FLAUGHER BRETT A
Form 3
January 10, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|---------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>1. Name and Address of Reporting Person *</p> <p>FLAUGHER BRETT A</p> <p>(Last) (First) (Middle)</p> <p>C/O OLIN CORPORATION, 190 CARONDELET PLZ, STE 1530</p> <p>(Street)</p> <p>CLAYTON, MO 63105</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/01/2018</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>OLIN CORP [OLN]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President, Winchester</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
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Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------|
| Common Stock \$1 par value | 27,129 | D | À |
| Common Stock \$1 par value | 7,975 | I | By Trust |
| Common Stock \$1 par value | 3,883.0387 ⁽¹⁾ | I | By ESOP Trustee |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|----------------------------------------------------------------|--------------------|--------------------------------------------------------------------------------------|----------------------------------|--------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Employee Stock Option (Right to Buy) | 02/05/2011 | 02/04/2020 | Common Stock | 12,500 | \$ 15.68 | D | Â |
| Employee Stock Option (Right to Buy) | 02/11/2012 | 02/11/2021 | Common Stock | 8,000 | \$ 18.78 | D | Â |
| Employee Stock Option (Right to Buy) | 02/10/2013 | 02/09/2022 | Common Stock | 6,000 | \$ 21.92 | D | Â |
| Employee Stock Option (Right to Buy) | 02/11/2014 | 02/10/2023 | Common Stock | 7,000 | \$ 23.28 | D | Â |
| Employee Stock Option (Right to Buy) | 02/10/2015 | 02/09/2024 | Common Stock | 9,000 | \$ 25.57 | D | Â |
| Employee Stock Option (Right to Buy) | Â ⁽²⁾ | 02/12/2025 | Common Stock | 11,250 | \$ 27.4 | D | Â |
| Employee Stock Option (Right to Buy) | Â ⁽³⁾ | 02/11/2026 | Common Stock | 15,000 | \$ 13.14 | D | Â |
| Employee Stock Option (Right to Buy) | Â ⁽⁴⁾ | 02/10/2027 | Common Stock | 19,000 | \$ 29.75 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------------|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FLAUGHER BRETT A C/O OLIN CORPORATION, 190 CARONDELET PLZ STE 1530 CLAYTON, MO 63105 | Â | Â | Â President, Winchester | Â |

Signatures

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

01/10/2018

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

The figure represents shares of Olin Common Stock held under the Olin Common Stock Fund of the Olin Corporation Contributing

(1) 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 1, 2018.

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- (2) The option vests in three annual installments beginning on February 13, 2016.
- (3) The option vests in three annual installments beginning on February 12, 2017.
- (4) The option vests in three annual installments beginning on February 10, 2018.

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.