

OLIN CORP  
Form S-8 POS  
April 26, 2010

Registration No. 333-31096

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

POST EFFECTIVE AMENDMENT NO. 1  
TO FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

OLIN CORPORATION  
(Exact name of registrant as specified in its charter)

Virginia  
(State or other jurisdiction  
Employer  
of incorporation or  
organization)

13-1872319

(I.R.S.

Identification No.)

190 Carondelet Plaza, Suite 1530, Clayton,  
Missouri  
(Address of Principal Executive  
Offices)

63105

(Zip Code)

OLIN 1991 LONG TERM INCENTIVE PLAN  
(Full title of the plan)

G. H. Pain  
Vice President, General Counsel and Secretary  
Olin Corporation  
190 Carondelet Plaza, Suite 1530  
Clayton, Missouri 63105  
(Name and address of agent for service)

314-480-1400

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company

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DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (Commission File No. 333-31096) filed with the Securities and Exchange Commission (the "SEC") on February 25, 2000, pertaining to the registration of 757,345 shares of common stock, issuable under the Olin 1991 Long Term Incentive Plan (the "Plan") and Registration Statement on Form S-8 (Commission File No. 33-40346) filed with the SEC on May 2, 1991, pertaining to the registration of 500,000 shares of common stock, issuable under the Plan. The Registrant is filing this Post-Effective Amendment No. 1 to deregister all shares of common stock that have not been sold or otherwise issued under the Plan.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Clayton, State of Missouri, on April 23, 2010.

OLIN CORPORATION

By: /s/ George H. Pain

George H. Pain, Vice  
President, General Counsel  
and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

/s/ JOSEPH D. RUPP

Joseph D. Rupp  
Chairman, President, Chief Executive Officer  
and Director  
(Principal Executive Officer)

/s/ RANDALL W. LARRIMORE

Randall W. Larrimore  
Director

/s/ JOHN E. FISCHER

John E. Fischer  
Vice President and Chief Financial Officer  
(Principal Financial Officer)

/s/ JOHN M.B. O'CONNOR

John M. B. O'Connor  
Director

/s/ TODD A. SLATER

Todd A. Slater  
Vice President and Controller  
(Principal Accounting Officer)

/s/ RICHARD M. ROMPALA

Richard M. Rompala  
Director

/s/ GRAY G. BENOIST

Gray G. Benoist  
Director

/s/ PHILIP J. SCHULZ

Philip J. Schulz  
Director

/s/ DONALD W. BOGUS

Donald W. Bogus  
Director

/s/ VINCENT J. SMITH

Vincent J. Smith  
Director

/s/ C. ROBERT BUNCH

C. Robert Bunch  
Director