

OLIN CORP  
Form S-8 POS  
May 04, 2006

Registration No. 333-133731

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST EFFECTIVE AMENDMENT NUMBER 1**

**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

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**OLIN CORPORATION**

(Exact name of registrant as specified in its charter)

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

**13-1872319**  
(I.R.S. Employer  
Identification No.)

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

**63105**  
(Zip Code)

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**OLIN CORPORATION 2006 LONG TERM INCENTIVE PLAN**

(Full title of the plan)

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**G. H. Pain**

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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)

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CALCULATION OF REGISTRATION FEE

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<b>Title of Securities to be Registered</b>	<b>Amount to be registered</b>	<b>Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock (par value \$1.00 per share)	3,000,000	(1)	(1)	(1)

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(1) No additional securities are being registered. The registration fee was paid with the original Form S-8 Registration for the Plan, filed with the Securities and Exchange Commission on May 2, 2006, and no further registration fee is required.

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Part II

Explanatory Note:

This Post-Effective Amendment Number 1 to Form S-8 is being submitted solely to replace the auditor's consent filed as Exhibit 23.1 to the Form S-8 filed May 2, 2006, with the consent attached to this filing as Exhibit 23.1.

SIGNATURES

Registrant. Pursuant to the requirements of the Securities Act of 1933, 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Clayton, State of Missouri, on May 4, 2006.

OLIN CORPORATION

By: /s/ G. H. Pain  
 G. H. Pain  
 Title: Vice President, General  
 Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Joseph D. Rupp*	Chairman, President,	May 4, 2006
Joseph D. Rupp	Chief Executive Officer and Director (Principal Executive Officer)	
/s/ John E. Fischer*	Vice President and Chief Financial Officer	May 4, 2006
John E. Fischer	(Principal Financial Officer)	
/s/ Donald W. Bogus*	Director	May 4, 2006
Donald W. Bogus		
/s/ C. Robert Bunch*	Director	May 4, 2006
C. Robert Bunch		
/s/ Donald W. Griffin*	Director	May 4, 2006
Donald W. Griffin		
/s/ Virginia A. Kamsky*	Director	May 4, 2006
Virginia A. Kamsky		

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Randall W. Larrimore*	Director	May 4, 2006
Randall W. Larrimore		
/s/ John M.B. O Connor*	Director	May 4, 2006
John M.B. O Connor		
/s/ Richard M. Rompala*	Director	May 4, 2006
Richard M. Rompala		
/s/ Anthony W. Ruggiero*	Director	May 4, 2006
Anthony W. Ruggiero		
/s/ Philip J. Schulz*	Director	May 4, 2006
Philip J. Schulz		
/s/ Todd A. Slater*	Vice President and Controller	May 4, 2006
<u>Todd A. Slater</u>	(Principal Accounting Officer)	

\* by George H. Pain, Attorney-in-Fact

EXHIBIT INDEX

<b>EXHIBIT</b>	<b>DESCRIPTION</b>
5	Opinion of Counsel (incorporated by reference to Exhibit 5 to the Registrant's Registration Statement on Form S-8 filed on May 2, 2006, registration number 333-133731)
23.1	Consent of Independent Registered Public Accounting Firm
23.2	Consent of Counsel (contained in Exhibit 5)