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OLIN CORP
Form 8-K
March 08, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): February 3, 2004

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

| | | |
|---|------------------------------------|--|
| Virginia (State or Other Jurisdiction of Incorporation) | 0-1070 (Commission File Number) | 13-1872319 (IRS Employer Identification No.) |
|---|------------------------------------|--|

| | |
|---|--------------------------|
| P.O. Box 4500, 501 Merritt 7, Norwalk, Connecticut (Address of principal executive offices) | 06856-4500 (Zip Code) |
|---|--------------------------|

(203)-750-3000
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Item 5. Other Events and Regulation FD Disclosure.

In connection with the Registration Statement (Registration Statement No. 333-101027) filed by Olin with the Securities and Exchange Commission, special Virginia counsel to Olin, Hunton & Williams LLP issued an opinion to the Company regarding the validity of the 10,000,000 shares of common stock, \$1.00 par value per share issued by Olin thereunder pursuant to the underwriting agreement, dated as of February 3, 2004 between Olin and Morgan Stanley & Co. Incorporated.

Attached as Exhibit 99.1 hereto is a copy of the opinion of Hunton & Williams LLP dated February 3, 2004.

Item 7. Exhibits.

| Exhibit No. | Exhibit |
|-------------|---------|
|-------------|---------|

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|------|--|
| 99.1 | Opinion of Hunton & Williams LLP |
| 99.2 | Consent of Hunton & Williams LLP (included as part of Exhibit 99.1) |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934,
the Registrant has duly caused this report to be signed on its behalf by the
undersigned hereunto duly authorized.

OLIN CORPORATION

By: /s/ George H. Pain

Name: George H. Pain
Title: Vice President, General
Counsel and Secretary

Date: March 8, 2004

EXHIBIT INDEX

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