

OLIN CORP  
Form 8-K  
October 29, 2004

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**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): October 28, 2004

**OLIN CORPORATION**

(Exact name of registrant as specified in its charter)

**Virginia**  
(State or Other Jurisdiction of Incorporation)

**1-1070**  
(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**

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(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02. Results of Operations and Financial Condition.**

On October 28, 2004, the registrant released the results of operations and financial condition for the third quarter, ended September 30, 2004. Attached as Exhibit 99.1, and incorporated herein by reference, is a copy of the registrant's earnings press release dated October 28, 2004.

**Item 9.01. Financial Statements and Exhibits.**

<u>Exhibit No.</u>	<u>Exhibit</u>
99.1	Press Release, dated October 28, 2004.

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: October 28, 2004

EXHIBIT INDEX

**Exhibit No.**

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99.1

**Exhibit**

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Press Release dated October 28, 2004.