

DOW CHEMICAL CO /DE/  
Form 8-K  
February 19, 2010

**UNITED STATES**  
**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 19, 2010**

**The Dow Chemical Company**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction)

**1-3433**  
(State or other jurisdiction)

**38-1285128**  
(I.R.S. Employer of Incorporation

Identification No.)

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**2030 Dow Center**

**Midland, Michigan**  
(Address of principal executive offices)

**(989) 636-1000**

**48674**  
(Zip Code)

**Registrant's telephone number, including area code**

**N.A.**

**(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))

**Item 8.01. Other Events.**

On February 19, 2010, The Dow Chemical Company (the Company ) entered into a Selling Agent Agreement by and among the Company, Incapital LLC (as Purchasing Agent) and the agents named therein with respect to the sale by the Company of its InterNotes®.

Attached as exhibits to this Form 8-K are certain documents in connection with the Company s InterNotes program for incorporation by reference in the Company s Registration Statement on Form S-3 (No. 333-164985).

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

(d) Exhibits.

- 1.1 Selling Agent Agreement, dated February 19, 2010, among The Dow Chemical Company, Incapital LLC (as Purchasing Agent) and the agents named therein
- 4.1 Form of Dow InterNotes®
- 5.1 Opinion of Duncan A. Stuart, Associate General Counsel Corporate Transactions of The Dow Chemical Company
- 23.2 Consent of Duncan A. Stuart (included in Exhibit 5.1)

**SIGNATURES**

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.

**THE DOW CHEMICAL COMPANY.**

By: /s/ William H. Weideman  
Name: William H. Weideman  
Title: Vice President and Interim Chief Financial  
Officer

DATE: February 19, 2010

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
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