

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

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