

DOW CHEMICAL CO /DE/  
Form POSASR  
May 06, 2008

As filed with the Securities and Exchange Commission on May 6, 2008

Registration Statement No. 333-140859

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

Washington, D.C. 20549

**Post-Effective Amendment No. 1**

to

**FORM S-3**

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

**The Dow Chemical Company**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

The Dow Chemical Company

2030 Dow Center

38-1285128  
(I.R.S. Employer  
Identification Number)

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Midland, Michigan 48674

(989) 636-1000

(Address, including zip code, and telephone number, including  
area code, of registrant's principal executive offices)

Charles J. Kalil

Executive Vice President, Law and Governmental Affairs, General Counsel and Corporate Secretary

The Dow Chemical Company

2030 Dow Center

Midland, Michigan 48674

(989) 636-1000

(Name, address, including zip code, and telephone number, including  
area code, of agent for service)

*Copies to:*

Edward S. Best, Esq.

Mayer Brown LLP

71 South Wacker Drive

Chicago, Illinois 60606

(312) 782-0600

**Approximate date of commencement of proposed sale of the securities to the public:** From time to time after the effective date of this Registration Statement, as determined by market conditions and other factors.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. "

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.  x

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  "

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.  x

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.  "

**EXPLANATORY NOTE**

This Post-Effective Amendment to Form S-3 is being filed to file certain exhibits relating to the registrant's \$800,000,000 aggregate principal amount of 5.70% Notes due 2018.

**SIGNATURES**

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-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the County of Midland, State of Michigan, on May 6, 2008.

THE DOW CHEMICAL COMPANY

By: /s/ Geoffery E. Merszei  
Geoffery E. Merszei  
Executive Vice President and  
Chief Financial Officer

II-1

EXHIBIT INDEX

**Exhibit**

<b>Number</b>	<b>Description</b>
1.1	Underwriting Agreement, dated May 1, 2008, among The Dow Chemical Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated, HSBC Securities (USA) Inc. and Greenwich Capital Markets, Inc.
4.1	Indenture, dated May 1, 2008, between The Dow Chemical Company and The Bank of New York Trust Company, N.A., as trustee
4.2	Form of 5.70% Note due 2018
5.1	Opinion of Kenneth D. Isley, Assistant General Counsel - Corporate and Financial Law of The Dow Chemical Company
12.1	Computation of Ratio of Earnings to Fixed Charges
23.2	Consent of Kenneth D. Isley (included in Exhibit 5.1)