

BAYER AKTIENGESELLSCHAFT

Form 424B3

September 17, 2009

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SECURITIES & EXCHANGE COMMISSION  
450 Fifth Street, NW  
Washington, DC 20549

Attn.: Document Control

RE: American Depositary Shares evidenced by  
One(1) American Depositary Receipts  
representing One (1) Ordinary Share of  
Bayer Aktiengesellschaft  
(Form F-6 File No 333-14266)

Ladies and Gentlemen:

Pursuant to Rule 424(b)(3) under the Securities  
Act of 1933, as amended, on behalf of The Bank  
of New York Mellon, as Depositary for  
securities against which American Depositary  
Receipts are to be issued, we attach a copy of the  
new prospectus (Prospectus) reflecting the share  
reclassification.

As required by Rule 424(e), the upper right hand  
corner of the Prospectus cover page has a  
reference to Rule 424(b)(3) and to the file  
number of the registration statement to which  
the Prospectus relates.

Pursuant to Section III B of the General  
Instructions to the Form F-6 Registration  
Statement, the Prospectus consists of the ADR  
certificate with the revised share classification  
Bayer Aktiengesellschaft

The Prospectus has been revised to reflect  
the new par value, and has been  
overstamped with:

Effective September 21, 2009, the  
company's share classification changed to  
no par value registered shares.

Please contact me with any questions or  
comments at 212 815-4305

Birgit Rohleder  
The Bank of New York Mellon - ADR Division  
Encl.

CC: Paul Dudek, Esq. (Office of International  
Corporate Finance)

Depository Receipts

101 Barclay Street 22nd Floor West, New York, NY 10286