

DOW CHEMICAL CO /DE/  
Form 8-K  
February 20, 2013

**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, 2013**

**THE DOW CHEMICAL COMPANY**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of Incorporation)

**1-3433**  
(Commission  
File Number)

**20-1409613**  
(I.R.S. Employer  
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)**

**Not applicable**

**(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**

The Dow Chemical Company (the Company) is filing this Current Report on Form 8-K to provide a legality opinion with respect to its Dow Internotes, which may be offered and sold from time to time as described in the prospectus supplement dated February 19, 2013 relating to the Dow Internotes. The Dow Internotes have been registered under the Securities Act of 1933, as amended, pursuant to the Company's effective registration statement on Form S-3 (File No. 333-186728) (the Registration Statement) filed with the Securities and Exchange Commission.

**Item 9.01 Financial Statements and Exhibits**

The Company hereby files the following exhibits to, and incorporates such exhibits by reference in, the Registration Statement:

<b>Exhibit No.</b>	<b>Description</b>
5.1	Opinion of Duncan A. Stuart, Associate General Counsel Corporate Transactions of the Company, as to the legality of the Dow Internotes
23.1	Consent of Duncan A. Stuart, Associate General Counsel Corporate Transactions of the Company (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**  
Registrant.

Date: February 19, 2013

By: /s/ Ronald C. Edmonds  
Name: Ronald C. Edmonds  
Title: Vice President and Controller

**EXHIBIT INDEX:**

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