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DOW CHEMICAL CO /DE/
Form POS AM
November 20, 2002

As filed with the Securities and Exchange Commission on November 20, 2002.
Registration No. 333-91228

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Post-Effective Amendment No. 2
filed pursuant to Rule 462(d) 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 38-1285128
(State or other jurisdiction of (I.R.S. Employer Identification No.)
incorporation or organization)

2030 Dow Center
Midland, Michigan 48674
(989) 636-1000
(Address, including zip code, and telephone, including number, including area
code, of registrant's principal executive offices)

Tina Van Dam
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)

A copy to:

Edward S. Best
Mayer, Brown, Rowe & Maw
190 South LaSalle Street
Chicago, Illinois 60603
(312) 782-0600

Approximate date of commencement of proposed sale to the public: From time
to time after the effective date of this Registration Statement.

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

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

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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 delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

EXPLANATORY NOTE

This Post-Effective Amendment No. 2 to the Registration Statement on Form S-3 (File No. 333-91228) of The Dow Chemical Company is filed pursuant to Rule 462(d) solely to add certain exhibits not previously filed with respect to the Registration Statement.

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PART II -- INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits

| Exhibit Number ----- | Description ----- |
|----------------------------|---|
| 1.2 | Terms Agreement, dated as of November 15, 2002, among The Dow Chemical Company, Banc of America Securities LLC, J.P. Morgan Securities Inc., Fleet Securities, Inc., HSBC Securities (USA) Inc. and Wachovia Securities, Inc. |
| 4.10 | Form of Global Note for 5.161% Notes due 2007 |
| 5.3 | Opinion of Charles J. Kalil, Assistant General Counsel of Dow |
| 23.5 | Consent of Charles J. Kalil (included in Exhibit 5.3) |

All of the foregoing exhibits are filed herewith.

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SIGNATURES

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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 post-effective amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Midland, State of Michigan, on November 20, 2002.

THE DOW CHEMICAL COMPANY

By: /s/ Frank H. Brod

Frank H. Brod
Vice President and Controller

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment to the registration statement has been signed by the following persons in the capacities indicated on November 20, 2002:

| | |
|------------------------------|--|
| * ----- M. D. Parker | Director, President and Chief Executive Officer (principal executive officer) |
| * ----- J. P. Reinhard | Director, Executive Vice President and Chief Financial Officer (principal financial officer) |
| * ----- F. H. Brod | Vice President and Controller (Principal Accounting Officer) |
| * ----- A. A. Allemang | Director and Executive Vice President |
| * ----- J. K. Barton | Director |
| * ----- A. J. Carbone | Director and Vice Chairman of the Board |
| * ----- J. M. Cook | Director |

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* Director

J. C. Danforth

* Director

W. D. Davis

* Director

B. H. Franklin

* Director

J. M. Ringler

* Director

H. T. Shapiro

* Director and Chairman of the Board

W. S. Stavropoulos

* Director

P. G. Stern

* By: /s/ Frank H. Brod

Frank H. Brod
Attorney-in-Fact

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