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DOW CHEMICAL CO /DE/
Form 13F-HR
November 08, 2012

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 09/30/2012

Check here if Amendment ; Amendment Number: _____

This Amendment (Check only one.): is a restatement.
 adds new holdings entries.

INSTITUTIONAL INVESTMENT MANAGER FILING THIS REPORT:

Name: The Dow Chemical Company
Address: 2030 Dow Center
Midland, MI 48764

Form 13F File Number: 28-00590

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

PERSON SIGNING THIS REPORT ON BEHALF OF REPORTING MANAGER:

Name: Ronald C. Edmonds
Title: Vice President & Controller
Phone: 989-636-5018

SIGNATURE, PLACE, AND DATE OF SIGNING:

/s/ RONALD C. EDMONDS

Ronald C. Edmonds Midland, MI November 8, 2012

REPORT TYPE (CHECK ONE ONLY):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

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FORM 13F SUMMARY PAGE

REPORT SUMMARY:

Number of Other Included Managers: 0
 Form 13F Information Table Entry Total: 69
 Form 13F Information Table Value Total: \$1,070,919
 (thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No. Form 13F File Number Name

Page 1 of 1

FORM 13F

For Period Ending: 9/30/2012

Name of Reporting Manager: The Dow Chemical Company

ITEM 1:	ITEM 2:	ITEM 3:	ITEM 4:	ITEM 5:		
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE IN (000'S)	SHARES	SH/PRN	CALL/PUT (A)
ABBOTT LABS	COM	002824 10 0	4,216	61,500	SH	
ABERCROMBIE & FITCH CO	CL A	002896 20 7	4,588	135,266	SH	
AETNA INC NEW ALLEGHENY TECHNOLOGIES INC	COM	00817Y 10 8	1,584	40,000	SH	
ALLEGHENY TECHNOLOGIES INC	CALL	01741R 90 2	24	10,000	SH	CALL
ALLEGHENY TECHNOLOGIES INC	PUT	01741R 95 2	15	10,000	SH	PUT
AMAZON COM INC	COM	023135 10 6	381	1,500	SH	
AMGEN INC	COM	031162 10 0	1,796	21,300	SH	
AMICUS THERAPEUTICS INC	COM	03152W 10 9	115	22,162	SH	
APPLE INC	COM	037833 10 0	2,869	4,300	SH	
ARCHER DANIELS MIDLAND CO	COM	039483 10 2	1,576	58,000	SH	
AT&T INC	COM	00206R 10 2	6,409	170,000	SH	
BAKER HUGHES INC	COM	057224 10 7	4,297	95,000	SH	
BANK OF AMERICA						

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CORPORATION	COM	060505	10 4	1,943	220,000	SH	
BAXTER INTL INC	COM	071813	10 9	3,013	50,000	SH	
BOSTON							
SCIENTIFIC CORP	COM	101137	10 7	2,095	365,000	SH	
BROADCOM CORP	CL A	111320	10 7	3,247	93,900	SH	
CISCO SYS INC	COM	17275R	10 2	9,186	481,200	SH	
CITIGROUP INC	COM NEW	172967	42 4	2,258	69,000	SH	
CORNING INC	COM	219350	10 5	5,911	449,480	SH	
ENTROPIC							
COMMUNICATIONS							
INC	COM	29384R	10 5	1,784	306,444	SH	
FACEBOOK INC	CL A	30303M	10 2	3,504	161,846	SH	
FACEBOOK INC	CALL	30303M	90 2	19	20,000	SH	CALL
GENERAL MTRS CO	COM	37045V	10 0	6,188	272,000	SH	
GILEAD SCIENCES							
INC	COM	375558	10 3	2,229	33,600	SH	
GOLDMAN SACHS							
GROUP INC	COM	38141G	10 4	2,160	19,000	SH	
GOODYEAR TIRE &							
RUBR CO	COM	382550	10 1	1,219	100,000	SH	
GREEN MTN							
COFFEE							
ROASTERS IN	COM	393122	10 6	1,249	52,600	SH	
HALLIBURTON CO	COM	406216	10 1	3,133	93,000	SH	
HARTFORD FINL							
SVCS GROUP INC	COM	416515	10 4	4,374	225,000	SH	
HOME INNS &							
HOTELS MGMT							
INC	SPON ADR	43713W	10 7	427	17,200	SH	
INSULET CORP	COM	45784P	10 1	440	20,375	SH	
ISHARES S&P GSCI							
COMMODITY I	UNIT BEN INT	46428R	10 7	2,841	84,040	SH	
ISHARES TR	MSCI EMERG MKT	464287	23 4	290,509	7,030,718	SH	
ISHARES TR	S&P 500 INDEX	464287	20 0	57,675	399,412	SH	
ISHARES TR	S&P 100 IDX FD	464287	10 1	29,528	444,300	SH	
JOHNSON CTLS INC	COM	478366	10 7	2,672	97,500	SH	
JOY GLOBAL INC	COM	481165	10 8	1,200	21,400	SH	
JOY GLOBAL INC	CALL	481165	90 8	18	20,000	SH	CALL
JUNIPER							
NETWORKS INC	COM	48203R	10 4	5,920	346,000	SH	
KRAFT FOODS INC	CL A	50075N	10 4	4,218	102,000	SH	
MCDONALDS CORP	COM	580135	10 1	918	10,000	SH	
MERCK & CO INC							
NEW	COM	58933Y	10 5	4,758	105,500	SH	
MICROSOFT CORP	COM	594918	10 4	4,836	162,400	SH	
MOLSON COORS							
BREWING CO	CL B	60871R	20 9	2,388	53,000	SH	
MOSAIC CO NEW	COM	61945C	10 3	2,506	43,500	SH	
NABORS							
INDUSTRIES LTD	SHS	G6359F	10 3	2,834	202,000	SH	
NETAPP INC	COM	64110D	10 4	3,827	116,400	SH	
NEUROGESX INC	COM	641252	10 1	96	459,032	SH	
NVIDIA CORP	COM	67066G	10 4	320	24,000	SH	
NYSE EURONEXT	COM	629491	10 1	1,086	44,063	SH	
PETROLEO							
BRASILEIRO SA							
PETRO	SPONSORED ADR	71654V	40 8	4,313	188,000	SH	
PROCTER &							
GAMBLE CO	COM	742718	10 9	11,270	162,490	SH	
SELECT SECTOR							
SPDR TR	SBI INT-FINL	81369Y	60 5	32,167	2,062,003	SH	
SELECT SECTOR							

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SPDR TR	SBI INT-INDS	81369Y 70 4	24,413	668,107	SH	
SELECT SECTOR						
SPDR TR	SBI INT-UTILS	81369Y 88 6	22,907	629,303	SH	
SELECT SECTOR						
SPDR TR	SBI CONS STPLS	81369Y 30 8	19,215	536,294	SH	
SELECT SECTOR						
SPDR TR	SBI CONS DISCR	81369Y 40 7	16,024	342,613	SH	
SELECT SECTOR						
SPDR TR	SBI INT-ENERGY	81369Y 50 6	4,333	58,963	SH	
SELECT SECTOR						
SPDR TR	SBI HEALTHCARE	81369Y 20 9	1,076	26,821	SH	
SPDR DOW JONES						
INDL AVRG ETF	UT SER 1	78467X 10 9	28,291	211,050	SH	
SPDR GOLD TRUST	GOLD SHS	78463V 10 7	3,612	21,000	SH	
SPDR S&P 500 ETF						
TR	TR UNIT	78462F 10 3	354,479	2,462,856	SH	
SPLUNK INC	COM	848637 10 4	404	11,000	SH	
SYMANTEC CORP	COM	871503 10 8	5,188	288,200	SH	
UNITED STATES						
STL CORP NEW	COM	912909 10 8	286	15,000	SH	
UNITED STATES						
STL CORP NEW	CALL	912909 90 8	1	20,000	SH	CALL
VANGUARD INDEX						
FDS	LARGE CAP ETF	922908 63 7	15,109	230,000	SH	
VANGUARD INTL	MSCI EMR MKT					
EQUITY INDEX F	ETF	922042 85 8	27,180	651,022	SH	
WEATHERFORD						
INTERNATIONAL						
LT	REG SHS	H27013 10 3	254	20,000	SH	
GRAND TOTAL			1,070,919			

ITEM 6:

ITEM 8:

ITEM 1: NAME OF ISSUER	ITEM 6: INVESTMENT DISCRETION		ITEM 7: VOTING AUTHORITY	ITEM 8: VOTING AUTHORITY		
	(B) SHARED AS DEFINED	(C) SHARED-OTHER MANAGERS		(A) SOLE	(B) SHARED	(C) NONE
ABBOTT LABS			61,500			
ABERCROMBIE & FITCH CO			135,266			
AETNA INC NEW ALLEGHENY TECHNOLOGIES INC			40,000			
ALLEGHENY TECHNOLOGIES INC			10,000			
AMAZON COM INC			10,000			
AMGEN INC			1,500			
AMICUS THERAPEUTICS INC			21,300			
APPLE INC			22,162			
ARCHER DANIELS MIDLAND CO			4,300			
AT&T INC			58,000			
BAKER HUGHES INC			170,000			
			95,000			

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BANK OF AMERICA CORPORATION	220,000
BAXTER INTL INC BOSTON	50,000
SCIENTIFIC CORP	365,000
BROADCOM CORP	93,900
CISCO SYS INC	481,200
CITIGROUP INC	69,000
CORNING INC	449,480
ENTROPIC COMMUNICATIONS INC	306,444
FACEBOOK INC	161,846
FACEBOOK INC	20,000
GENERAL MTRS CO	272,000
GILEAD SCIENCES INC	33,600
GOLDMAN SACHS GROUP INC	19,000
GOODYEAR TIRE & RUBR CO	100,000
GREEN MTN COFFEE ROASTERS IN	52,600
HALLIBURTON CO	93,000
HARTFORD FINL SVCS GROUP INC	225,000
HOME INNS & HOTELS MGMT INC	17,200
INSULET CORP	20,375
ISHARES S&P GSCI COMMODITY I	84,040
ISHARES TR	7,030,718
ISHARES TR	399,412
ISHARES TR	444,300
JOHNSON CTLS INC	97,500
JOY GLOBAL INC	21,400
JOY GLOBAL INC	20,000
JUNIPER NETWORKS INC	346,000
KRAFT FOODS INC	102,000
MCDONALDS CORP	10,000
MERCK & CO INC NEW	105,500
MICROSOFT CORP	162,400
MOLSON COORS BREWING CO	53,000
MOSAIC CO NEW	43,500
NABORS INDUSTRIES LTD	202,000
NETAPP INC	116,400
NEUROGESX INC	459,032
NVIDIA CORP	24,000
NYSE EURONEXT	44,063
PETROLEO BRASILEIRO SA PETRO	188,000
PROCTER & GAMBLE CO	162,490
SELECT SECTOR SPDR TR	2,062,003

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SELECT SECTOR SPDR TR	668,107
SELECT SECTOR SPDR TR	629,303
SELECT SECTOR SPDR TR	536,294
SELECT SECTOR SPDR TR	342,613
SELECT SECTOR SPDR TR	58,963
SELECT SECTOR SPDR TR	26,821
SPDR DOW JONES INDL AVRG ETF	211,050
SPDR GOLD TRUST	21,000
SPDR S&P 500 ETF TR	2,462,856
SPLUNK INC	11,000
SYMANTEC CORP	288,200
UNITED STATES STL CORP NEW	15,000
UNITED STATES STL CORP NEW	20,000
VANGUARD INDEX FDS	230,000
VANGUARD INTL EQUITY INDEX F	651,022
WEATHERFORD INTERNATIONAL LT	20,000
GRAND TOTAL	