

SECURITIES AND EXCHANGE COMMISSION

FORM 424B2

Prospectus filed pursuant to Rule 424(b)(2)

Filing Date: **2013-03-04**
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FILER

DOW CHEMICAL CO /DE/

CIK:[29915](#) | IRS No.: [381285128](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **424B2** | Act: **33** | File No.: [333-186728](#) | Film No.: **13661560**
SIC: **2821** Plastic materials, synth resins & nonvulcan elastomers

Mailing Address
2030 DOW CENTER
MIDLAND MI 48674-2030

Business Address
2030 DOW CENTER
MIDLAND MI 48674-2030
989-636-1000

CALCULATION OF REGISTRATION FEE

<u>Title of Each Class of Securities Offered</u>	<u>Maximum Aggregate Offering Price</u>	<u>Amount of Registration Fee</u>
1.900% InterNotes [®] Due March 15, 2018	\$ 4,023,000	\$ 548.74
2.700% InterNotes [®] Due March 15, 2020	\$ 5,578,000	\$ 760.84
3.350% InterNotes [®] Due March 15, 2023	\$ 6,760,000	\$ 922.06

Pricing Supplement No. 128 - Dated Monday, March 4, 2013 (To: Prospectus Dated February 19, 2013, and P
Dated February 19, 2013)

CUSIP Number	Principal Amount	Selling Price	Gross Concession	Net Proceeds	Coupon Rate	Coupon Frequency	Maturity Date	1st Coupon Date	1st Coupon Amount
26054LRZ8	\$4,023,000.00	100 %	1.250 %	\$3,972,712.50	1.900 %	Semi-Annual	03/15/ 2018	09/15/2013	\$ 9.92

Redemption Information: Callable at 100.000% on 03/15/2014 and every coupon date thereafter

Joint Lead Managers and Lead Agents: BofA Merrill Lynch, Incapital LLC **Agents:** Citi, Merrill Lynch, Morgan Stanley, UBS Securities LL
Advisors, LLC

The Dow Chemical Company InterNotes will be subject to redemption at the option of The Dow Chemical Company, in whole on the interest pa
03/15/2014 and on any interest payment date thereafter at a redemption price equal to 100% of the principal amount of the The Dow Chemical C
accrued interest thereon, if any, upon at least 30 days prior notice to the noteholder and the trustee, as described in the prospectus.

26054LSA2	\$5,578,000.00	100 %	1.450 %	\$5,497,119.00	2.700 %	Semi-Annual	03/15/ 2020	09/15/2013	\$ 14.10
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Redemption Information: Callable at 100.000% on 03/15/2014 and every coupon date thereafter

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26054LSB0	\$6,760,000.00	100 %	1.800 %	\$6,638,320.00	3.350 %	Semi-Annual	03/15/ 2023	09/15/2013	\$ 17.49
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Redemption Information: Callable at 100.000% on 03/15/2014 and every coupon date thereafter

Joint Lead Managers and Lead Agents: BofA Merrill Lynch, Incapital LLC **Agents:** Citi, Merrill Lynch, Morgan Stanley, UBS Securities LL
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The Dow Chemical Company
2030 Willard H. Dow Center
Midland, Michigan 48674

Trade Date: Monday, March 4, 2013 @ 12:00

PM ET Settle Date: Thursday, March 7, 2013

Minimum Denomination/Increments: \$1,000.00/\$1,000.00

Initial trades settle flat and clear SDFS: DTC Book Entry only DTC Number

0235 via RBC Dain Rauscher Inc

If the maturity date or an interest payment date for any note is not a business day
(as term is defined in prospectus), principal, premium, if any, and interest for that

The Dow Chemical Company
The Dow Chemical Company InterNotes

note is paid on the next business day, and no interest will accrue from, and after, the maturity date or interest payment date.

Legal Matters:

In the opinion of Duncan Stuart, Counsel, of The Dow Chemical Company (the "Company"), the notes offered by this pricing supplement have been duly authorized, and when executed and issued by the Company, authenticated by the Trustee pursuant to the Indenture, and delivered against payment as contemplated herein, such notes will be legal, valid and binding obligations of the Company enforceable against the Company in accordance with their terms and entitled to the benefits of the Indenture (subject to applicable bankruptcy, reorganization, insolvency, moratorium or other laws affecting creditors' rights generally from time to time in effect and to general principles of equity). This opinion is given as of the date hereof and is limited to the law of the State of New York and the General Corporation Law of the State of Delaware as in effect on the date hereof. In addition, this opinion is subject to the same assumptions and qualifications stated in the letter of such counsel dated February 19, 2013, filed in the Company's Current Report on Form 8-K dated February 19, 2013 and incorporated by reference as Exhibit 5.1 to the Company's registration statement on Form S-3 ASR (No.: 333-186728). Capitalized terms used in this paragraph without definition have the meanings ascribed to them in the accompanying Prospectus Supplement.

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