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DOW CHEMICAL CO /DE/
Form 13F-HR
August 03, 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: 06/30/2012

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:

Ronald C. Edmonds	Midland, MI	August 3, 2012
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(Signature)	(City, State)	(Date)

REPORT TYPE (CHECK ONE ONLY):

[x] 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: \$1,042,026
 (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.

Form 13F

No. File Number Name

Page 1 of 1..... FORM 13F
 For Period Ending: 6/30/2012. Name of Reporting Manager: The Dow Chemical Company

Item 1: -----	Item 2: -----	Item 3: -----	Item 4: -----	Item 5: -----	Item 6: ----- Investment Discretion			
Name of Issuer -----	Title of Class -----	CUSIP Number	Fair Market Value in (000's)	SH/ PRN	Call/ Put	(a) Sole	(b) Shared as	(c) Shared- Other
SPDR S&P 500 ETF TR	TR UNIT	78462F 10 3	342,427	2,512,856	SH	Sole		
ISHARES TR	MSCI EMERG MKT	464287 23 4	261,817	6,680,718	SH	Sole		
ISHARES TR	S&P 500 INDEX	464287 20 0	61,457	449,412	SH	Sole		
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y 88 6	30,389	821,533	SH	Sole		
SPDR DOW JONES INDL AVRG ETF	UT SER 1	78467X 10 9	30,278	235,500	SH	Sole		
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y 60 5	30,146	2,062,003	SH	Sole		
ISHARES TR	S&P 100 IDX FD	464287 10 1	29,255	468,300	SH	Sole		
VANGUARD INDEX FDS	LARGE CAP ETF	922908 63 7	26,703	430,000	SH	Sole		
VANGUARD INTL EQUITY INDEX F	MSCI EMR MKT ETF	922042 85 8	26,008	651,022	SH	Sole		
SELECT SECTOR SPDR TR	SBI INT-INDS	81369Y 70 4	23,831	668,107	SH	Sole		
SELECT SECTOR SPDR TR	SBI CONS STPLS	81369Y 30 8	17,311	497,876	SH	Sole		

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PROCTER & GAMBLE CO	COM	742718 10 9	9,953	162,490 SH	Sole
SELECT SECTOR SPDR TR	SBI MATERIALS	81369Y 10 0	9,299	263,500 SH	Sole
CISCO SYS INC	COM	17275R 10 2	8,262	481,200 SH	Sole
MICROSOFT CORP	COM	594918 10 4	6,895	225,400 SH	Sole
AT&T INC	COM	00206R 10 2	6,419	180,000 SH	Sole
CORNING INC	COM	219350 10 5	5,812	449,480 SH	Sole
JUNIPER NETWORKS INC	COM	48203R 10 4	5,643	346,000 SH	Sole
SELECT SECTOR SPDR TR	SBI INT- ENERGY	81369Y 50 6	5,506	82,963 SH	Sole
MERCK & CO INC NEW	COM	58933Y 10 5	5,448	130,500 SH	Sole
GENERAL MTRS CO	COM	37045V 10 0	5,364	272,000 SH	Sole
SELECT SECTOR SPDR TR	SBI CONS DISCR	81369Y 40 7	4,852	110,827 SH	Sole
AMGEN INC	COM	031162 10 0	4,843	66,300 SH	Sole
BOSTON SCIENTIFIC CORP	COM	101137 10 7	4,706	830,000 SH	Sole
ABERCROMBIE & FITCH CO	CL A	002896 20 7	4,618	135,266 SH	Sole
SYMANTEC CORP	COM	871503 10 8	4,576	313,200 SH	Sole
KRAFT FOODS INC	CL A	50075N 10 4	4,016	104,000 SH	Sole
HARTFORD FINL SVCS GROUP INC	COM	416515 10 4	3,967	225,000 SH	Sole
ABBOTT LABS	COM	002824 10 0	3,965	61,500 SH	Sole
BAKER HUGHES INC	COM	057224 10 7	3,905	95,000 SH	Sole
NETAPP INC	COM	64110D 10 4	3,704	116,400 SH	Sole
GOLDMAN SACHS GROUP INC	COM	38141G 10 4	3,643	38,000 SH	Sole
NVIDIA CORP	COM	67066G 10 4	3,303	239,000 SH	Sole
BROADCOM CORP	CL A	111320 10 7	3,174	93,900 SH	Sole
MOLSON COORS BREWING CO	CL B	60871R 20 9	3,121	75,000 SH	Sole
JOHNSON CTLS INC	COM	478366 10 7	2,702	97,500 SH	Sole
BAXTER INTL INC	COM	071813 10 9	2,658	50,000 SH	Sole
HALLIBURTON CO	COM	406216 10 1	2,640	93,000 SH	Sole
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H 10 5	2,597	230,272 SH	Sole
MOTOROLA SOLUTIONS INC	COM NEW	620076 30 7	2,474	51,428 SH	Sole
MOSAIC CO NEW	COM	61945C 10 3	2,382	43,500 SH	Sole
ENSCO PLC	SHS CLASS A	G3157S 10 6	1,973	42,000 SH	Sole
PETROLEO BRASILEIRO SA	SPONSORED				
PETRO NABORS	ADR	71654V 40 8	1,839	98,000 SH	Sole
INDUSTRIES LTD	SHS	G6359F 10 3	1,829	127,000 SH	Sole
ENTROPIC COMMUNICATIONS INC	COM	29384R 10 5	1,728	306,444 SH	Sole
GILEAD SCIENCES INC	COM	375558 10 3	1,723	33,600 SH	Sole
ELECTRONIC ARTS INC	COM	285512 10 9	1,544	125,000 SH	Sole
GOODYEAR TIRE & RUBR CO	COM	382550 10 1	1,181	100,000 SH	Sole
NYSE EURONEXT	COM	629491 10 1	1,127	44,063 SH	Sole
MARATHON PETE CORP	COM	56585A 10 2	1,078	24,000 SH	Sole

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SELECT SECTOR	SBI						
SPDR TR	HEALTHCARE	81369Y 20 9	1,019	26,821 SH		Sole	
CITIGROUP INC	COM NEW	172967 42 4	1,014	37,000 SH		Sole	
APPLE INC	COM	037833 10 0	759	1,300 SH		Sole	
AMAZON COM INC	COM	023135 10 6	685	3,000 SH		Sole	
SELECT SECTOR							
SPDR TR	TECHNOLOGY	81369Y 80 3	664	23,082 SH		Sole	
AETNA INC NEW	COM	00817Y 10 8	582	15,000 SH		Sole	
NORTHERN TR							
CORP	COM	665859 10 4	460	10,000 SH		Sole	
STATE STR CORP	COM	857477 10 3	446	10,000 SH		Sole	
INSULET CORP	COM	45784P 10 1	435	20,375 SH		Sole	
SPLUNK INC	COM	848637 10 4	309	11,000 SH		Sole	
UNITED STATES STL							
CORP NEW	COM	912909 10 8	309	15,000 SH		Sole	
WEATHERFORD							
INTERNATIONAL LT	REG SHS	H27013 10 3	253	20,000 SH		Sole	
FACEBOOK INC	CL A	30303M 10 2	249	8,000 SH		Sole	
NEUROGESX INC	COM	641252 10 1	138	459,032 SH		Sole	
AMICUS							
THERAPEUTICS INC	COM	03152W 10 9	122	22,162 SH		Sole	
MARATHON PETE							
CORP	CALL	56585A 90 2	74	10,000 SH	Call	Sole	
CYCLACEL							
PHARMACEUTICALS							
INC	COM	23254L 10 8	15	32,015 SH		Sole	
ALNYLAM							
PHARMACEUTICALS							
INC	COM	02043Q 10 7	125	10,736 SH		Sole	
TESLA MTRS INC	COM	88160R 10 1	277	8,850 SH		Sole	
GRAND TOTAL			1,042,026				