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DOW CHEMICAL CO /DE/
Form POS AM
September 19, 2002

As filed with the Securities and Exchange Commission on September 19, 2002.
Registration No. 333-59964

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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

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a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 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. 333-59964) 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 -----
1.3	Underwriting Agreement, dated as of September 12, 2002, among The Dow Chemical Company, J.P. Morgan Securities Inc., Salomon Smith Barney Inc., UBS Warburg LLC, Deutsche Bank Securities Inc., Dresdner Kleinwort Wasserstein - Grantchester, Inc., HSBC Securities (USA) Inc., Mizuho International plc and SG Cowen Securities Corporation
4.9	Form of Global Note for 6% Notes due 2012 (incorporated by reference to Exhibit 4.8 of Post-Effective Amendment No.1 to Dow's Registration Statement on Form S-3 (File No. 333-59964))
5.3	Opinion of Charles J. Kalil, Assistant General Counsel of Dow
23.4	Consent of Charles J. Kalil (included in Exhibit 5.3)

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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 September 19, 2002.

THE DOW CHEMICAL COMPANY

By: /s/ J. Pedro Reinhard

J. Pedro Reinhard
Director, Executive Vice President and
Chief Financial Officer

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 September 19, 2002:

Director, President and Chief Executive Officer
(principal executive officer)

*

M. D. Parker

Director, Executive Vice President and Chief
Financial Officer (principal financial officer)

*

J. P. Reinhard

Vice President and Controller (Principal
Accounting Officer)

*

F. H. Brod

Director and Executive Vice President

*

A. A. Allemang

Director

*

J. K. Barton

Director and Vice Chairman of the Board

*

A. J. Carbone

Director

*

J. M. Cook

Director

*

J. C. Danforth

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* 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/ J. Pedro Reinhard

J. Pedro Reinhard
Attorney-in-Fact

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