

DOW CHEMICAL CO /DE/
Form 424B2
May 05, 2014

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities Offered | Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|---|-----------------------------------|
| 2.400% InterNotes [®] Due May 15, 2019 | \$ 8,492,000 | \$ 1,093.77 |
| 3.150% InterNotes [®] Due May 15, 2021 | \$ 6,090,000 | \$ 784.39 |
| 3.650% InterNotes [®] Due May 15, 2024 | \$ 4,504,000 | \$ 580.12 |

Filed under 424(b)(2), Registration Statement No.
333-186728Pricing Supplement No. 164 - Dated Monday, May 5, 2014 (To: Prospectus Dated February 19, 2013, and
Prospectus
Supplement 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 | Survivors Option | Product Ranking |
|--------------|------------------|---------------|------------------|-----------------|-------------|------------------|---------------|-----------------|-------------------|------------------|------------------------|
| 26054LWM1 | \$ 8,492,000.00 | 100% | 1.250% | \$ 8,385,850.00 | 2.400% | Semi-Annual | 05/15/2019 | 11/15/2014 | \$ 12.47 | Yes | Senior Unsecured Notes |

Redemption Information: Callable at 100% on 05/15/2015 and every coupon date thereafter**Joint Lead Managers and Lead Agents:** BofA Merrill Lynch, Incapital LLC **Agents:** Citi, Merrill Lynch, Morgan Stanley, UBS Securities LLC, Wells Fargo 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 payment date occurring on 05/15/2015 and on any interest payment date thereafter at a redemption price equal to 100% of the principal amount of the The Dow Chemical Company InterNotes plus accrued interest thereon, if any, upon at least 30 days prior notice to the noteholder and the trustee, as described in the prospectus.

| | | | | | | | | | | | |
|-----------|-----------------|------|--------|-----------------|--------|-------------|------------|------------|----------|-----|------------------------|
| 26054LWN9 | \$ 6,090,000.00 | 100% | 1.450% | \$ 6,001,695.00 | 3.150% | Semi-Annual | 05/15/2021 | 11/15/2014 | \$ 16.36 | Yes | Senior Unsecured Notes |
|-----------|-----------------|------|--------|-----------------|--------|-------------|------------|------------|----------|-----|------------------------|

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|-----------|-----------------|------|--------|-----------------|--------|-------------|------------|------------|----------|-----|------------------------|
| 26054LWP4 | \$ 4,504,000.00 | 100% | 1.800% | \$ 4,422,928.00 | 3.650% | Semi-Annual | 05/15/2024 | 11/15/2014 | \$ 18.96 | Yes | Senior Unsecured Notes |
|-----------|-----------------|------|--------|-----------------|--------|-------------|------------|------------|----------|-----|------------------------|

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Trade Date: Monday, May 5, 2014 @ 12:00

The Dow Chemical Company

PM ET Settle Date: Thursday, May 8, 2014

The Dow Chemical Company

The Dow Chemical Company InterNotes

2030 Willard H. Dow Center

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

Midland, Michigan 48674

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 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 Kenneth Hemler, Senior 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 17, 2014, filed in the

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Company's Current Report on Form 8-K dated February 18, 2014 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.

**InterNotes® is a registered trademark of
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