

DOW CHEMICAL CO /DE/
Form 8-K
May 14, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

May 13, 2010

THE DOW CHEMICAL COMPANY

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction of
incorporation)

(Commission
file number)

(I.R.S. Employer
Identification No.)

2030 DOW CENTER, MIDLAND, MICHIGAN 48674

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: 989-636-1000

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Stockholders of The Dow Chemical Company (the Company) was held on May 13, 2010. There were 1,151,907,966 shares of common stock entitled to be voted, and 990,815,499 shares present in person or by proxy, at the Annual Meeting.

Six items of business were acted upon by stockholders at the Annual Meeting, including three stockholder proposals. The voting results are as follows:

1. Election of Directors.

Stockholders elected all of the Company's nominees for Director for one-year terms expiring on the date of the Annual Meeting in 2011.

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|----------------------|------------------|----------------------|--------------------|-----------------------------|
| Arnold A. Allemang | 831,600,956 | 30,862,048 | 8,780,534 | 119,571,960 |
| Jacqueline K. Barton | 806,214,155 | 56,135,675 | 8,893,708 | 119,571,960 |
| James A. Bell | 804,665,890 | 57,082,522 | 9,495,126 | 119,571,960 |
| Jeff M. Fettig | 804,947,699 | 56,730,338 | 9,565,501 | 119,571,960 |
| Barbara H. Franklin | 817,435,767 | 44,522,693 | 9,285,078 | 119,571,960 |
| John B. Hess | 763,550,928 | 99,283,321 | 9,409,289 | 119,571,960 |
| Andrew N. Liveris | 806,684,427 | 56,565,247 | 7,993,864 | 119,571,960 |
| Paul Polman | 804,758,108 | 56,755,037 | 9,730,393 | 119,571,960 |
| Dennis H. Reilley | 811,937,183 | 49,724,386 | 9,581,969 | 119,571,960 |
| James M. Ringler | 769,814,321 | 91,648,386 | 9,780,831 | 119,571,960 |
| Ruth G. Shaw | 802,892,646 | 59,047,856 | 9,303,036 | 119,571,960 |
| Paul G. Stern | 803,773,472 | 58,042,031 | 9,428,035 | 119,571,960 |

2. Ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2010. Stockholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2010.

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--|------------------|----------------------|--------------------|-----------------------------|
| | 967,253,241 | 16,679,930 | 6,882,328 | |

3. Amendment of the Restated Certificate of Incorporation regarding special stockholder meetings.
 Stockholders approved the amendment of the Company's Restated Certificate of Incorporation to reduce to 25% the percentage of voting power required for stockholders to call a special meeting.

| | | | Broker |
|------------------|----------------------|--------------------|------------------|
| Votes For | Votes Against | Abstentions | Non-Votes |
| 964,976,814 | 16,633,810 | 9,204,875 | |

4. Stockholder proposal on environmental remediation in the Midland area.
 Stockholders did not approve a stockholder proposal on environmental remediation in the Midland area.

| | | | Broker |
|------------------|----------------------|--------------------|------------------|
| Votes For | Votes Against | Abstentions | Non-Votes |
| 67,782,905 | 625,083,961 | 178,376,672 | 119,571,960 |

5. Stockholder proposal on executive stock retention.
 Stockholders did not approve a stockholder proposal on executive stock retention.

| | | | Broker |
|------------------|----------------------|--------------------|------------------|
| Votes For | Votes Against | Abstentions | Non-Votes |
| 221,104,787 | 638,150,803 | 11,987,948 | 119,571,960 |

6. Stockholder proposal on executive compensation.
 Stockholders did not approve a stockholder proposal on executive compensation.

| | | | Broker |
|------------------|----------------------|--------------------|------------------|
| Votes For | Votes Against | Abstentions | Non-Votes |
| 320,208,271 | 481,001,072 | 70,034,195 | 119,571,960 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE DOW CHEMICAL COMPANY

Registrant

Date: May 14, 2010

/s/ RONALD C. EDMONDS
Ronald C. Edmonds
Vice President and Controller