

DOW CHEMICAL CO /DE/

Form 424B2

February 27, 2012

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities Offered</b>	<b>Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
2.300% InterNotes <sup>®</sup> Due March 15, 2017	\$ 3,454,000	\$ 395.83
3.050% InterNotes <sup>®</sup> Due March 15, 2019	\$ 4,682,000	\$ 536.56
3.650% InterNotes <sup>®</sup> Due March 15, 2022	\$ 3,205,000	\$ 367.29

Pricing Supplement No. 108 - Dated Monday, February 27, 2012 (To: Prospectus Dated February 19, 2010, and Prospectus Supplement Dated February 19, 2010)

CUSIP	Principal		Gross	Net	Coupon	Coupon	Maturity	1st Coupon	1st Coupon	Survivor s	Product
Number	Amount	Selling Price	Concession	Proceeds	Rate	Frequency	Date	Date	Amount	Option	Ranking
26054LPM9	\$3,454,000.00	100%	1.250%	\$3,410,825.00	2.300%	Semi-Annual	03/15/2017	09/15/2012	\$12.39	Yes	Senior Unsecured Notes

**Redemption Information: Callable at 100.000% on 03/15/2013 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 03/15/2013 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.

26054LPN7	\$4,682,000.00	100%	1.450%	\$4,614,111.00	3.050%	Semi-Annual	03/15/2019	09/15/2012	\$16.44	Yes	Senior Unsecured Notes
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**Redemption Information: Callable at 100.000% on 03/15/2013 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

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26054LPP2	\$3,205,000.00	100%	1.800%	\$3,147,310.00	3.650%	Semi-Annual	03/15/2022	09/15/2012	\$19.67	Yes	Senior Unsecured Notes
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**Redemption Information: Callable at 100.000% on 03/15/2013 and every coupon date thereafter**

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Trade Date: Monday, February 27, 2012 @ 12:00 PM ET Settle Date:  
Thursday, March 1, 2012

**The Dow Chemical Company**

The Dow Chemical Company

**The Dow Chemical Company  
InterNotes**

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

2030 Willard H. Dow Center

Midland MI 48674

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, 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 15,  
2012, filed in the Company's Current Report on Form 8-K dated  
February 15, 2012 and incorporated by reference as Exhibit 5.1 to the  
Company's registration statement on Form S-3 ASR (No.:  
333-164985). 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 Incapital Holdings LLC.  
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