

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>BELL JAMES A</u> _____ (Last) (First) (Middle) <u>2030 DOW CENTER</u> _____ (Street) <u>MIDLAND MI 48674</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DOW CHEMICAL CO /DE/ [DOW]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/31/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common	08/31/2017		D ⁽¹⁾		35,656	D	\$0 ⁽¹⁾	0.0000	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Title
Phantom Stock Units	(2)	08/31/2017		D		8,671.2	(3)	(3)	Common	8,671.2	\$0.0000 ⁽⁴⁾	0.0000	D	

Explanation of Responses:

- Reflects disposition in connection with the consummation of the transactions contemplated by the Agreement and Plan of Merger, dated as of December 11, 2015, as amended on March 31, 2017 (the "Merger Agreement"), by and among the Issuer, E. I. du Pont de Nemours and Company, DowDuPont Inc. (f/k/a Diamond-Orion HoldCo, Inc., "DowDuPont"), Diamond Merger Sub, Inc. and Orion Merger Sub, Inc. pursuant to which Merger Sub merged with and into the Issuer (the "Merger"), with the Issuer surviving as a wholly-owned subsidiary of DowDuPont. In the Merger, each share of Issuer Common Stock, par value \$2.50 per share, was exchanged for one share of common stock, par value \$0.01 per share, of DowDuPont ("DowDuPont Common Stock"). The closing price of a share of Common Stock on August 31, 2017 (the last trading day prior to the effectiveness of the Merger) was \$66.65, and the closing price of a share of DowDuPont common stock on September 1, 2017 (the effective date of the Merger) was \$67.18.
- There is no conversion price for these phantom stock units.
- The phantom stock units were to be delivered entirely in cash in ten annual installments beginning in January following retirement. As a result of the Merger, these phantom stock units were assumed by DowDuPont and will be delivered according to the same terms.
- Each phantom stock unit was the economic equivalent of one share of Common Stock of the Issuer. As a result of the Merger, the phantom stock units in respect of deferrals and associated earnings were automatically converted to the economic equivalent of one share of DowDuPont Common Stock.

/s/ James A. Bell 09/05/2017

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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