

OMB APPROVAL	
OMB Number:	3235-0287
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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>MILLER ROBERT STEVE</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⁾		13,060	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
Stock Appreciation Right payable 2018 (2018 SAR) ⁽²⁾	\$50.42	08/31/2017		D ⁽¹⁾		198,334	(3)	(3)	Common	198,334	(4)	0.0000	D	
Stock Appreciation Right payable 2020 (2020 SAR) ⁽²⁾	\$50.42	08/31/2017		D ⁽¹⁾		198,334	(5)	(5)	Common	198,334	(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.
- Pursuant to an agreement between the Reporting Person and Third Point LLC, the Reporting Person received a stock appreciation right payable in 2018 and a stock appreciation right payable in 2020 subject to continued service as a director by the Reporting Person on the applicable vesting date, subject to certain exceptions.
- The 2018 SAR vests as follows: 50% on January 1, 2017 and 50% on January 1, 2018. The 2018 SAR will be settled in cash by Third Point LLC within 30 days following January 1, 2018.
- As a result of the Merger, the appreciation amount payable by Third Point LLC, if any, will be based upon the difference between \$50.42 and the volume weighted average price of the DowDuPont Common Stock during the 30 day period prior to January 1, 2018, in the case of the 2018 SAR and January 1, 2020, in the case of the 2020 SAR.
- The 2020 SAR vests as follows: 50% on January 1, 2019 and 50% on January 1, 2020. The 2020 SAR will be settled in cash by Third Point LLC within 30 days following January 1, 2020.

/s/ Robert Steve Miller 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.