

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* <b>KALIL CHARLES J</b>  (Last) (First) (Middle) 2030 DOW CENTER  (Street) MIDLAND MI 48674  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>DOW CHEMICAL CO /DE/ [ DOW ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Exec VP and General Counsel</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>08/31/2017</b>	
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 <sup>(1)</sup>		450,051.7416 <sup>(2)</sup>	D	\$0 <sup>(1)</sup>	0.0000	D	
Common	08/31/2017		D <sup>(1)</sup>		998.1368	D	\$0 <sup>(1)</sup>	0.0000	I	By 401(k) Plan
Common	08/31/2017		D <sup>(1)</sup>		3,910.5892	D	\$0 <sup>(1)</sup>	0.0000	I	By 401(k) Plan ESOP

**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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Deferred Stock	<sup>(3)</sup>	08/31/2017		D			163 <sup>(4)</sup>	<sup>(5)</sup>	<sup>(5)</sup>	Common	163	<sup>(1)</sup>	0.0000	D	
Non-Qualified Stock Option (right to buy)	\$34	08/31/2017		D			49,044	<sup>(6)</sup>	02/10/2022	Common	49,044	<sup>(7)</sup>	0.0000	D	
Non-Qualified Stock Option (right to buy)	\$61.19	08/31/2017		D			71,680	<sup>(8)</sup>	02/10/2027	Common	71,680	<sup>(7)</sup>	0.0000	D	
Non-Qualified Stock Option (right to buy)	\$46.01	08/31/2017		D			91,790	<sup>(9)</sup>	02/12/2026	Common	91,790	<sup>(7)</sup>	0.0000	D	
Non-Qualified Stock Option (right to buy)	\$49.44	08/31/2017		D			86,570	<sup>(10)</sup>	02/13/2025	Common	86,570	<sup>(7)</sup>	0.0000	D	
Non-Qualified Stock Option (right to buy)	\$46.71	08/31/2017		D			87,470	<sup>(6)</sup>	02/14/2024	Common	87,470	<sup>(7)</sup>	0.0000	D	
Non-Qualified Stock Option (right to buy)	\$32.16	08/31/2017		D			201,290	<sup>(6)</sup>	02/15/2023	Common	201,290	<sup>(7)</sup>	0.0000	D	
Phantom Stock Units	\$0.0000 <sup>(11)</sup>	08/31/2017		D			1,743.783	<sup>(12)</sup>	<sup>(12)</sup>	Common	1,743.783	<sup>(13)</sup>	0.0000	D	

Explanation of Responses:

1. 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.
2. Includes 16,940 deferred shares that, as a result of the Merger and pursuant to the Merger Agreement, were assumed by DowDuPont and will be delivered on or about February 13, 2018 as DowDuPont Common Stock, 18,210 deferred shares that, as a result of the Merger and pursuant to the Merger Agreement, were assumed by DowDuPont and will be delivered on or about February 12, 2019 as DowDuPont Common Stock and 14,100 deferred shares that, as a result of the Merger and pursuant to the Merger Agreement, were assumed by DowDuPont and will be delivered on or about February 10, 2020 as DowDuPont Common Stock, in each case, contingent upon continued employment.
3. There is no conversion price for these deferred shares.
4. Includes 108 deferred shares granted March 1, 2000 and 55 deferred shares granted February 23, 2001.
5. These deferred shares will be delivered in five annual installments beginning on January 31 following retirement. As a result of the Merger and pursuant to the Merger Agreement, these deferred shares were assumed by DowDuPont and will be delivered as DowDuPont Common Stock according to the same terms.
6. This option was fully vested and exercisable at the time of the Merger.
7. In accordance with the terms of the Merger Agreement, each stock option of the Issuer outstanding immediately prior to the effective time of the Merger (whether vested or unvested) was automatically converted into an option to purchase shares of DowDuPont common stock equal to the total number of shares of Common Stock subject to such option immediately prior to the closing of the Merger and at a per-share exercise price equal to the per-share exercise price of the Issuer's option.
8. This option, which would have vested in three equal installments beginning on February 10, 2018, was assumed by DowDuPont in the Merger and converted into an option to purchase an equal number of shares of DowDuPont Common Stock for \$61.19 per share on the same vesting terms.
9. One-third of this option was vested at the time of the Merger. The option was assumed by DowDuPont in the Merger and converted into an option to purchase an equal number of shares of DowDuPont common stock for \$46.01 per share, with the remaining two-thirds of the option vesting in two equal installments on February 12, 2018 and February 12, 2019.
10. Two-thirds of this option was vested at the time of the Merger. The option was assumed by DowDuPont in the Merger and converted into an option to purchase an equal number of shares of DowDuPont common stock for \$49.44 per share, with the remaining one-third of the option vesting on February 13, 2018.
11. There is no conversion price for these phantom stock units.
12. 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.
13. 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/ Charles J. Kalil

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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