

DOW CHEMICAL CO /DE/

Form 424B3

May 05, 2014

The information in this preliminary pricing supplement is not complete and may be changed. This preliminary pricing supplement and the accompanying prospectus supplement and prospectus are not offers to sell these securities and are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to completion

Preliminary Pricing Supplement dated May 05, 2014

Filed under 424(b)(3), Registration Statement No. 333-186728

Pricing Supplement No. 165 - Dated Monday, May 5, 2014 (To: Prospectus Dated February 19, 2013, and Prospectus Supplement Dated February 19, 2013)

CUSIP Number	Principal Amount	Selling Price	Gross Concession	Net Proceeds	Coupon Rate	Coupon Frequency	Maturity Date	1st Coupon Date	1st Coupon Amount	Survivor Option	Product Ranking
26054LWQ2		100%	1.250%		2.300%	Semi-Annual	05/15/2019	11/15/2014	\$ 11.50	Yes	Senior Unsecured Notes

**Redemption Information: Callable at 100% on 05/15/2015 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 05/15/2015 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.

26054LWR0		100%	1.450%		3.050%	Semi-Annual	05/15/2021	11/15/2014	\$ 15.25	Yes	Senior Unsecured Notes
-----------	--	------	--------	--	--------	-------------	------------	------------	----------	-----	------------------------

**Redemption Information: Callable at 100% on 05/15/2015 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 05/15/2015 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.

Edgar Filing: DOW CHEMICAL CO /DE/ - Form 424B3

26054LWS8	100%	1.800%	3.600%	Semi-Annual	05/15/2024	11/15/2014	\$ 18.00	Yes	Senior Unsecured Notes
-----------	------	--------	--------	-------------	------------	------------	----------	-----	------------------------

**Redemption Information: Callable at 100% on 05/15/2015 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 05/15/2015 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.

Trade Date: Monday, May 12, 2014 @ 12:00

**The Dow Chemical Company**

PM ET Settle Date: Thursday, May 15, 2014

The Dow Chemical Company

**The Dow Chemical Company InterNotes**

2030 Willard H. Dow Center

Minimum Denomination/Increments: \$1,000.00/\$1,000.00

Midland, Michigan 48674

Initial trades settle flat and clear SDFS: DTC Book Entry

only DTC Number 0235 via RBC Dain Rauscher Inc

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.

**InterNotes® is a registered trademark of Incapital Holdings LLC. All Rights Reserved.**