

ASTROPOWER INC
Form SC 13G/A
February 13, 2001

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A
Under the Securities Exchange Act of 1934

ASTROPOWER, INC.
(Name of Issuer)

COMMON STOCK, par value \$0.01 per share
(Title of Class of Securities)

04644A 10 1
(CUSIP Number)

December 31, 2000
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is being filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

Check the following box if a fee is being paid with this statement:

CUSIP No. 04644A 10 1

1. Name of Reporting Person: The Dow Chemical Company
I.R.S. Identification No. of the Above Person: 38-1285128

2. Check the Appropriate Box if a Member of a Group: (a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization: Delaware

Number of

Shares

Beneficially

Owned by Each

Reporting Person

With

5. Sole Voting Power: 0

6. Shared Voting Power: 0

7. Sole Dispositive Power: 0

8. Shared Dispositive Power: 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares: []

11. Percent of Class Represented by Amount in Row (9): 0%

12. Type of Reporting Person: CO

Item 1.

(a) Name of Issuer: AstroPower, Inc.

(b) Address of Issuer's Principal Executive Offices: Solar Park, Newark, Delaware 19716-2000

Item 2.

(a) Name of Person Filing: The Dow Chemical Company

(b) Address of Principal Business Office: 2030 Dow Center, Midland, MI 48674

(c) Citizenship: Delaware

(d) Title of class of Securities: Common Stock, par value \$0.01 per share

(e) CUSIP No.: 04644A 10 1

Item 3. Status of Person Filing.

Not applicable

Item 4. Ownership.

(a) Amount beneficially owned: 0

(b) Percent of class: 0%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

The reporting person has ceased to be the beneficial owner of more than five percent of the Issuer's Common Stock.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported or by the Parent Holding Company or Control Person.

Not applicable

Item 8. Identification and Classification of Members of the Group.

Not applicable

Item 9. Notice of Dissolution of Group.

Not applicable

Item 10. Certification

Not applicable because the reporting person no longer holds any of the Issuer's Common Stock.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2001

THE DOW CHEMICAL COMPANY

By: /S/ FRANK H. BROD

Name: Frank H. Brod

Title: Vice President and Controller