

DOW CHEMICAL CO /DE/  
Form 8-K  
September 03, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): September 1, 2004

THE DOW CHEMICAL COMPANY

(Exact name of registrant as specified in its charter)

Delaware  
(State or other  
jurisdiction of  
incorporation)

1-3433  
(Commission File  
Number)

38-1285128  
(IRS Employer  
Identification No.)

2030 Dow Center, Midland, Michigan 48674  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:  
(989) 636-1000

Not applicable  
(Former name or former address, if changed since last report.)

Item 1.01

**Entry into a Material Definitive Agreement**

On September 1, 2004, a final grant of non-qualified stock options was made to each of The Dow Chemical Company's non-employee directors pursuant to the terms and conditions of The Dow Chemical Company 1994 Non-Employee Directors' Stock Plan (filed as Exhibit 10(o) to The Dow Chemical Company Annual Report on Form 10-K for the year ended December 31, 1994); and the Non-Qualified Stock Option Agreement Pursuant to The Dow Chemical Company 1994 Non-Employee Directors' Stock Plan, attached hereto as Exhibit 10.1. On each of the first

three anniversaries of the date of the grant, one third of the stock options will vest and become immediately exercisable. The stock options will expire on September 1, 2014.

On September 2, 2004 each of the non-employee directors receiving the grant of non-qualified stock options described above filed individual Form 4s with the SEC.

Item 9.01

**Financial Statements and Exhibits**

The following exhibit is filed as a part of this report:

Exhibit No. 10.1

The Dow Chemical Company Non-Qualified Stock Option Agreement Pursuant to The Dow Chemical Company 1994 Non-Employee Directors' Stock Plan

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: September 3, 2004

THE DOW CHEMICAL COMPANY

By: /S/ TINA S. VAN DAM

Name: Tina S. Van Dam

Title: Corporate Secretary

**EXHIBIT INDEX**

EXHIBIT NO. 10.1

DESCRIPTION

The Dow Chemical Company Non-Qualified Stock Option Agreement Pursuant to The Dow Chemical Company 1994 Non-Employee Directors' Stock Plan