

DOW CHEMICAL CO /DE/  
Form 424B3  
June 06, 2011

**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 June 6, 2011

Filed Under Rule 424(b)(3), Registration Statement No. 333-164985

**Pricing Supplement No. 89 dated June 6, 2011 (To: Prospectus Dated February 19, 2010 and Prospectus Supplement Dated February 19, 2010)**

CUSIP Number	Principal Amount	Yielding Price	Gross Concession	Net Proceeds	Coupon Rate	Coupon Frequency	Maturity Date	1st Coupon Date	Coupon Amount	Survivor s Option	Product Ranking
26054LMC4	100.000%	100.000%	1.250%		2.75%	SEMI-ANNUAL	06/15/2016	12/15/2011	\$13.67	YES	Senior Unsecured Notes

**Redemption Information: Callable at 100.000% on 06/15/2012 and every coupon date thereafter**

**Joint Lead Managers and Lead Agents:** BofA Merrill Lynch, InCapital LLC **Agents:** Charles Schwab & Co. Inc.,

Citigroup Global Markets Inc., Morgan Stanley & Co. Incorporated, UBS Investment Bank, 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 any time on or after 06/15/2012 at a redemption price equal to 100% of the principal amount of 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.

26054LMD2	100.000%	100.000%	1.450%		3.75%	SEMI-ANNUAL	06/15/2018	12/15/2011	\$18.65	YES	Senior Unsecured Notes
-----------	----------	----------	--------	--	-------	-------------	------------	------------	---------	-----	------------------------

**Redemption Information: Callable at 100.000% on 06/15/2012 and every coupon date thereafter**

**Joint Lead Managers and Lead Agents:** BofA Merrill Lynch, InCapital LLC **Agents:** Charles Schwab & Co. Inc., Citigroup Global Markets Inc.,

Morgan Stanley & Co. Incorporated, UBS Investment Bank, 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 any time on or after 06/15/2012 at a redemption price equal to 100% of the principal amount of 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.

26054LME0	100.000%	100.000%	1.800%		4.45%	SEMI-ANNUAL	06/15/2021	12/15/2011	\$22.13	YES	Senior Unsecured Notes
-----------	----------	----------	--------	--	-------	-------------	------------	------------	---------	-----	------------------------

**Redemption Information: Callable at 100.000% on 06/15/2012 and every coupon date thereafter**

**Joint Lead Managers and Lead Agents:** BofA Merrill Lynch, InCapital LLC **Agents:** Charles Schwab & Co. Inc., Citigroup Global Markets Inc.,

Morgan Stanley & Co. Incorporated, UBS Investment Bank, 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 any time on or after 06/15/2012 at a redemption price equal to 100% of the principal amount of 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

Trade Date: Monday, June 13, 2011 @ 12:00 PM ET

The Dow Chemical Company

Settle Date: Thursday, June 16, 2011

The Dow Chemical Company InterNotes

**The Dow  
Chemical  
Company**

Minimum Denomination/Increments: \$1,000/\$1,000

All 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 the 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 trade mark of InCapital Holdings LLC. All rights reserved*