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DOW CHEMICAL CO /DE/
Form 13F-HR
November 08, 2012

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 09/30/2012

Check here if Amendment ; Amendment Number: _____

This Amendment (Check only one.): is a restatement.
 adds new holdings entries.

INSTITUTIONAL INVESTMENT MANAGER FILING THIS REPORT:

Name: The Dow Chemical Company
Address: 2030 Dow Center
Midland, MI 48764

Form 13F File Number: 28-00590

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

PERSON SIGNING THIS REPORT ON BEHALF OF REPORTING MANAGER:

Name: Ronald C. Edmonds
Title: Vice President & Controller
Phone: 989-636-5018

SIGNATURE, PLACE, AND DATE OF SIGNING:

/s/ RONALD C. EDMONDS

Ronald C. Edmonds Midland, MI November 8, 2012

REPORT TYPE (CHECK ONE ONLY):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

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FORM 13F SUMMARY PAGE

REPORT SUMMARY:

Number of Other Included Managers: 0
 Form 13F Information Table Entry Total: 69
 Form 13F Information Table Value Total: \$1,070,919
 (thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No. Form 13F File Number Name

Page 1 of 1

FORM 13F

For Period Ending: 9/30/2012

Name of Reporting Manager: The Dow Chemical Company

| ITEM 1: | ITEM 2: | ITEM 3: | ITEM 4: | ITEM 5: | | |
|---|----------------|--------------|---------------------------------|---------|--------|--------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP NUMBER | FAIR MARKET VALUE IN (000'S) | SHARES | SH/PRN | CALL/PUT (A) |
| ABBOTT LABS | COM | 002824 10 0 | 4,216 | 61,500 | SH | |
| ABERCROMBIE & FITCH CO | CL A | 002896 20 7 | 4,588 | 135,266 | SH | |
| AETNA INC NEW ALLEGHENY TECHNOLOGIES INC | COM | 00817Y 10 8 | 1,584 | 40,000 | SH | |
| ALLEGHENY TECHNOLOGIES INC | CALL | 01741R 90 2 | 24 | 10,000 | SH | CALL |
| ALLEGHENY TECHNOLOGIES INC | PUT | 01741R 95 2 | 15 | 10,000 | SH | PUT |
| AMAZON COM INC | COM | 023135 10 6 | 381 | 1,500 | SH | |
| AMGEN INC | COM | 031162 10 0 | 1,796 | 21,300 | SH | |
| AMICUS THERAPEUTICS INC | COM | 03152W 10 9 | 115 | 22,162 | SH | |
| APPLE INC | COM | 037833 10 0 | 2,869 | 4,300 | SH | |
| ARCHER DANIELS MIDLAND CO | COM | 039483 10 2 | 1,576 | 58,000 | SH | |
| AT&T INC | COM | 00206R 10 2 | 6,409 | 170,000 | SH | |
| BAKER HUGHES INC | COM | 057224 10 7 | 4,297 | 95,000 | SH | |
| BANK OF AMERICA | | | | | | |

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| | | | | | | | |
|------------------|----------------|--------|------|---------|-----------|----|------|
| CORPORATION | COM | 060505 | 10 4 | 1,943 | 220,000 | SH | |
| BAXTER INTL INC | COM | 071813 | 10 9 | 3,013 | 50,000 | SH | |
| BOSTON | | | | | | | |
| SCIENTIFIC CORP | COM | 101137 | 10 7 | 2,095 | 365,000 | SH | |
| BROADCOM CORP | CL A | 111320 | 10 7 | 3,247 | 93,900 | SH | |
| CISCO SYS INC | COM | 17275R | 10 2 | 9,186 | 481,200 | SH | |
| CITIGROUP INC | COM NEW | 172967 | 42 4 | 2,258 | 69,000 | SH | |
| CORNING INC | COM | 219350 | 10 5 | 5,911 | 449,480 | SH | |
| ENTROPIC | | | | | | | |
| COMMUNICATIONS | | | | | | | |
| INC | COM | 29384R | 10 5 | 1,784 | 306,444 | SH | |
| FACEBOOK INC | CL A | 30303M | 10 2 | 3,504 | 161,846 | SH | |
| FACEBOOK INC | CALL | 30303M | 90 2 | 19 | 20,000 | SH | CALL |
| GENERAL MTRS CO | COM | 37045V | 10 0 | 6,188 | 272,000 | SH | |
| GILEAD SCIENCES | | | | | | | |
| INC | COM | 375558 | 10 3 | 2,229 | 33,600 | SH | |
| GOLDMAN SACHS | | | | | | | |
| GROUP INC | COM | 38141G | 10 4 | 2,160 | 19,000 | SH | |
| GOODYEAR TIRE & | | | | | | | |
| RUBR CO | COM | 382550 | 10 1 | 1,219 | 100,000 | SH | |
| GREEN MTN | | | | | | | |
| COFFEE | | | | | | | |
| ROASTERS IN | COM | 393122 | 10 6 | 1,249 | 52,600 | SH | |
| HALLIBURTON CO | COM | 406216 | 10 1 | 3,133 | 93,000 | SH | |
| HARTFORD FINL | | | | | | | |
| SVCS GROUP INC | COM | 416515 | 10 4 | 4,374 | 225,000 | SH | |
| HOME INNS & | | | | | | | |
| HOTELS MGMT | | | | | | | |
| INC | SPON ADR | 43713W | 10 7 | 427 | 17,200 | SH | |
| INSULET CORP | COM | 45784P | 10 1 | 440 | 20,375 | SH | |
| ISHARES S&P GSCI | | | | | | | |
| COMMODITY I | UNIT BEN INT | 46428R | 10 7 | 2,841 | 84,040 | SH | |
| ISHARES TR | MSCI EMERG MKT | 464287 | 23 4 | 290,509 | 7,030,718 | SH | |
| ISHARES TR | S&P 500 INDEX | 464287 | 20 0 | 57,675 | 399,412 | SH | |
| ISHARES TR | S&P 100 IDX FD | 464287 | 10 1 | 29,528 | 444,300 | SH | |
| JOHNSON CTLS INC | COM | 478366 | 10 7 | 2,672 | 97,500 | SH | |
| JOY GLOBAL INC | COM | 481165 | 10 8 | 1,200 | 21,400 | SH | |
| JOY GLOBAL INC | CALL | 481165 | 90 8 | 18 | 20,000 | SH | CALL |
| JUNIPER | | | | | | | |
| NETWORKS INC | COM | 48203R | 10 4 | 5,920 | 346,000 | SH | |
| KRAFT FOODS INC | CL A | 50075N | 10 4 | 4,218 | 102,000 | SH | |
| MCDONALDS CORP | COM | 580135 | 10 1 | 918 | 10,000 | SH | |
| MERCK & CO INC | | | | | | | |
| NEW | COM | 58933Y | 10 5 | 4,758 | 105,500 | SH | |
| MICROSOFT CORP | COM | 594918 | 10 4 | 4,836 | 162,400 | SH | |
| MOLSON COORS | | | | | | | |
| BREWING CO | CL B | 60871R | 20 9 | 2,388 | 53,000 | SH | |
| MOSAIC CO NEW | COM | 61945C | 10 3 | 2,506 | 43,500 | SH | |
| NABORS | | | | | | | |
| INDUSTRIES LTD | SHS | G6359F | 10 3 | 2,834 | 202,000 | SH | |
| NETAPP INC | COM | 64110D | 10 4 | 3,827 | 116,400 | SH | |
| NEUROGESX INC | COM | 641252 | 10 1 | 96 | 459,032 | SH | |
| NVIDIA CORP | COM | 67066G | 10 4 | 320 | 24,000 | SH | |
| NYSE EURONEXT | COM | 629491 | 10 1 | 1,086 | 44,063 | SH | |
| PETROLEO | | | | | | | |
| BRASILEIRO SA | | | | | | | |
| PETRO | SPONSORED ADR | 71654V | 40 8 | 4,313 | 188,000 | SH | |
| PROCTER & | | | | | | | |
| GAMBLE CO | COM | 742718 | 10 9 | 11,270 | 162,490 | SH | |
| SELECT SECTOR | | | | | | | |
| SPDR TR | SBI INT-FINL | 81369Y | 60 5 | 32,167 | 2,062,003 | SH | |
| SELECT SECTOR | | | | | | | |

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|------------------|----------------|-------------|-----------|-----------|----|------|
| SPDR TR | SBI INT-INDS | 81369Y 70 4 | 24,413 | 668,107 | SH | |
| SELECT SECTOR | | | | | | |
| SPDR TR | SBI INT-UTILS | 81369Y 88 6 | 22,907 | 629,303 | SH | |
| SELECT SECTOR | | | | | | |
| SPDR TR | SBI CONS STPLS | 81369Y 30 8 | 19,215 | 536,294 | SH | |
| SELECT SECTOR | | | | | | |
| SPDR TR | SBI CONS DISCR | 81369Y 40 7 | 16,024 | 342,613 | SH | |
| SELECT SECTOR | | | | | | |
| SPDR TR | SBI INT-ENERGY | 81369Y 50 6 | 4,333 | 58,963 | SH | |
| SELECT SECTOR | | | | | | |
| SPDR TR | SBI HEALTHCARE | 81369Y 20 9 | 1,076 | 26,821 | SH | |
| SPDR DOW JONES | | | | | | |
| INDL AVRG ETF | UT SER 1 | 78467X 10 9 | 28,291 | 211,050 | SH | |
| SPDR GOLD TRUST | GOLD SHS | 78463V 10 7 | 3,612 | 21,000 | SH | |
| SPDR S&P 500 ETF | | | | | | |
| TR | TR UNIT | 78462F 10 3 | 354,479 | 2,462,856 | SH | |
| SPLUNK INC | COM | 848637 10 4 | 404 | 11,000 | SH | |
| SYMANTEC CORP | COM | 871503 10 8 | 5,188 | 288,200 | SH | |
| UNITED STATES | | | | | | |
| STL CORP NEW | COM | 912909 10 8 | 286 | 15,000 | SH | |
| UNITED STATES | | | | | | |
| STL CORP NEW | CALL | 912909 90 8 | 1 | 20,000 | SH | CALL |
| VANGUARD INDEX | | | | | | |
| FDS | LARGE CAP ETF | 922908 63 7 | 15,109 | 230,000 | SH | |
| VANGUARD INTL | MSCI EMR MKT | | | | | |
| EQUITY INDEX F | ETF | 922042 85 8 | 27,180 | 651,022 | SH | |
| WEATHERFORD | | | | | | |
| INTERNATIONAL | | | | | | |
| LT | REG SHS | H27013 10 3 | 254 | 20,000 | SH | |
| GRAND TOTAL | | | 1,070,919 | | | |

ITEM 6:

ITEM 8:

| ITEM 1: NAME OF ISSUER | ITEM 6: INVESTMENT DISCRETION | | ITEM 7: VOTING AUTHORITY | ITEM 8: VOTING AUTHORITY | | |
|--|----------------------------------|---------------------------|-----------------------------|-----------------------------|------------|----------|
| | (B) SHARED AS DEFINED | (C) SHARED-OTHER MANAGERS | | (A) SOLE | (B) SHARED | (C) NONE |
| ABBOTT LABS | | | 61,500 | | | |
| ABERCROMBIE & FITCH CO | | | 135,266 | | | |
| AETNA INC NEW ALLEGHENY TECHNOLOGIES INC | | | 40,000 | | | |
| ALLEGHENY TECHNOLOGIES INC | | | 10,000 | | | |
| AMAZON COM INC | | | 10,000 | | | |
| AMGEN INC | | | 1,500 | | | |
| AMICUS THERAPEUTICS INC | | | 21,300 | | | |
| APPLE INC | | | 22,162 | | | |
| ARCHER DANIELS MIDLAND CO | | | 4,300 | | | |
| AT&T INC | | | 58,000 | | | |
| BAKER HUGHES INC | | | 170,000 | | | |
| | | | 95,000 | | | |

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|------------------------------------|-----------|
| BANK OF AMERICA CORPORATION | 220,000 |
| BAXTER INTL INC BOSTON | 50,000 |
| SCIENTIFIC CORP | 365,000 |
| BROADCOM CORP | 93,900 |
| CISCO SYS INC | 481,200 |
| CITIGROUP INC | 69,000 |
| CORNING INC | 449,480 |
| ENTROPIC COMMUNICATIONS INC | 306,444 |
| FACEBOOK INC | 161,846 |
| FACEBOOK INC | 20,000 |
| GENERAL MTRS CO | 272,000 |
| GILEAD SCIENCES INC | 33,600 |
| GOLDMAN SACHS GROUP INC | 19,000 |
| GOODYEAR TIRE & RUBR CO | 100,000 |
| GREEN MTN COFFEE ROASTERS IN | 52,600 |
| HALLIBURTON CO | 93,000 |
| HARTFORD FINL SVCS GROUP INC | 225,000 |
| HOME INNS & HOTELS MGMT INC | 17,200 |
| INSULET CORP | 20,375 |
| ISHARES S&P GSCI COMMODITY I | 84,040 |
| ISHARES TR | 7,030,718 |
| ISHARES TR | 399,412 |
| ISHARES TR | 444,300 |
| JOHNSON CTLS INC | 97,500 |
| JOY GLOBAL INC | 21,400 |
| JOY GLOBAL INC | 20,000 |
| JUNIPER NETWORKS INC | 346,000 |
| KRAFT FOODS INC | 102,000 |
| MCDONALDS CORP | 10,000 |
| MERCK & CO INC NEW | 105,500 |
| MICROSOFT CORP | 162,400 |
| MOLSON COORS BREWING CO | 53,000 |
| MOSAIC CO NEW | 43,500 |
| NABORS INDUSTRIES LTD | 202,000 |
| NETAPP INC | 116,400 |
| NEUROGESX INC | 459,032 |
| NVIDIA CORP | 24,000 |
| NYSE EURONEXT | 44,063 |
| PETROLEO BRASILEIRO SA PETRO | 188,000 |
| PROCTER & GAMBLE CO | 162,490 |
| SELECT SECTOR SPDR TR | 2,062,003 |

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| | |
|------------------------------------|-----------|
| SELECT SECTOR SPDR TR | 668,107 |
| SELECT SECTOR SPDR TR | 629,303 |
| SELECT SECTOR SPDR TR | 536,294 |
| SELECT SECTOR SPDR TR | 342,613 |
| SELECT SECTOR SPDR TR | 58,963 |
| SELECT SECTOR SPDR TR | 26,821 |
| SPDR DOW JONES INDL AVRG ETF | 211,050 |
| SPDR GOLD TRUST | 21,000 |
| SPDR S&P 500 ETF TR | 2,462,856 |
| SPLUNK INC | 11,000 |
| SYMANTEC CORP | 288,200 |
| UNITED STATES STL CORP NEW | 15,000 |
| UNITED STATES STL CORP NEW | 20,000 |
| VANGUARD INDEX FDS | 230,000 |
| VANGUARD INTL EQUITY INDEX F | 651,022 |
| WEATHERFORD INTERNATIONAL LT | 20,000 |
| GRAND TOTAL | |