

COOK PHILLIP H  
Form 4  
November 15, 2004

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
COOK PHILLIP H

(Last) (First) (Middle)  
2030 DOW CENTER  
(Street)

MIDLAND, MI 48674

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
DOW CHEMICAL CO /DE/ [DOW]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/11/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock <sup>(1)</sup>     | 11/11/2004                           |  | M                              |   | 6,700 A \$ 33.94  | 13,066   | D   |
| Common Stock                    | 11/11/2004                           |  | F                              |   | 4,709 D \$ 48.285   | 8,357  | D   |
| Common Stock                    | 11/11/2004                           |  | F <sup>(2)</sup>               |   | 605 D \$ 48.285   | 7,752  | D   |
| Common Stock                    |                                      |  |                                |   |   | 2,923.856  | I by 401(k) Plan                                      |
| Common Stock                    |                                      |  |                                |   |   | 966.186  | I by 401(k) Plan ESOP                                 |

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|              |         |   |                       |
|--------------|---------|---|-----------------------|
| Common Stock | 1.668   | I | by IRA                |
| Common Stock | 15      | I | by Son                |
| Common Stock | 81      | I | by Spouse             |
| Common Stock | 787.201 | I | by Spouse 401(k)      |
| Common Stock | 30.868  | I | by Spouse 401(k) ESOP |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3)               | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non Qualified Stock Option (right to buy) <sup>(1)</sup> | \$ 33.94   | 11/11/2004                           |  | M                              | 6,700   | <sup>(3)</sup> 03/02/2011                                | Common Stock  | 6,700                         |

## Reporting Owners

| Reporting Owner Name / Address    | Relationships |           |                       |       |
|-----------------------------------|---------------|-----------|-----------------------|-------|
|                                   | Director      | 10% Owner | Officer               | Other |
| COOK PHILLIP H<br>2030 DOW CENTER |               |           | Senior Vice President |       |

MIDLAND, MI 48674

## Signatures

Phillip H. Cook, Senior Vice  
President

11/12/2004

\_\_Signature of Reporting Person

\_\_Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Granted under The Dow Chemical Company 1988 Award and Option Plan, a Rule 16b-3 Plan. The Plan provides for tax withholding rights.
- (2) Shares withheld pursuant to tax withholding rights under Award and Option Plans in a transaction exempt under Rule 16b-3.
- (3) The Options vest in three equal installments beginning on March 2, 2002.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.