

DOW CHEMICAL CO /DE/  
 Form 424B2  
 September 12, 2011

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities Offered</b>	<b>Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee<sup>(1)</sup></b>
2.650% Dow InterNotes® Due September 15, 2016	\$1,656,000	\$192.26
3.450% Dow InterNotes® Due September 15, 2018	\$2,356,000	\$273.53
4.050% Dow InterNotes® Due September 15, 2021	\$5,019,000	\$582.71
<b>TOTAL</b>	<b>\$9,031,000</b>	<b>\$1,048.50</b>

(1) The filing fee of \$1,048.50 is calculated in accordance with Rule 457(r) under the Securities Act of 1933.

Filed Under Rule 424(b)(2), Registration Statement No. 333-164985

Pricing Supplement No. 97 Dated September 12, 2011

(To: Prospectus Dated February 19, 2010 and Prospectus Supplement Dated February 19, 2010)

CUSIP Number	Principal Amount	Selling Price	Gross Concession	Net Proceeds	Coupon Rate	Coupon Frequency	Maturity Date	1 <sup>st</sup> Coupon Date	1 <sup>st</sup> Coupon Amount	Survivor s Option	Product Ranking
26054LNC3	\$1,656,000	100.000%	1.250%	\$1,635,300.00	2.650%	SEMI- ANNUAL	09/15/2016	03/15/2012	\$13.25	Yes	Senior Unsecured Notes

**Redemption Information:** Callable at 100% on 9/15/2012 and every coupon date thereafter.

**Joint Lead Managers and Lead Agents: BofA Merrill Lynch, Incapital LLC Agents: Citi, Merrill Lynch, Morgan Stanley, UBS Securities LLC, 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 09/15/2012 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.

CUSIP Number	Principal Amount	Selling Price	Gross Concession	Net Proceeds	Coupon Rate	Coupon Frequency	Maturity Date	1 <sup>st</sup> Coupon Date	1 <sup>st</sup> Coupon Amount	Survivor s Option	Product Ranking
26054LND1	\$2,356,000	100.000%	1.450%	\$2,321,838.00	3.450%	SEMI- ANNUAL	09/15/2018	03/15/2012	\$17.25	Yes	Senior Unsecured Notes

**Redemption Information:** Callable at 100% on 9/15/2012 and every coupon date thereafter.

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26054LNE9	\$5,019,000	100.000%	1.800%	\$4,928,658.00	4.050%	SEMI-ANNUAL	09/15/2021	03/15/2012	\$20.25	Yes	Senior Unsecured Notes

**Redemption Information:** Callable at 100% on 9/15/2012 and every coupon date thereafter.

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Trade Date: Monday, September 12, 2011 @ 12:00 PM ET

[The Dow Chemical Company](#)

Settle Date: Thursday, September 15, 2011

[The Dow Chemical Company InterNotes](#)

The Dow Chemical Company

Minimum Denomination/Increments:\$1,000.00/\$1,000.00

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 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.

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