

DOW CHEMICAL CO /DE/
Form 8-K
May 12, 2011

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):

May 12, 2011

THE DOW CHEMICAL COMPANY

(Exact name of registrant as specified in its charter)

Delaware

1-3433

38-1285128

(State or other jurisdiction of incorporation)

(Commission file number)

(I.R.S. 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)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Stockholders of The Dow Chemical Company (the Company) was held on May 12, 2011. There were 1,173,246,201 shares of common stock entitled to be voted, and 1,032,988,222 shares present in person or by proxy, at the Annual Meeting.

Five items of business were acted upon by stockholders at the Annual Meeting, including one stockholder proposal. The voting results are as follows:

1. Election of Directors.

Stockholders elected all of the Company's nominees for Director for one-year terms expiring on the date of the Annual Meeting in 2012, and until their successors are elected and qualified.

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|----------------------|------------------|----------------------|--------------------|-----------------------------|
| Arnold A. Allemang | 897,101,350 | 17,646,746 | 5,442,250 | 112,797,876 |
| Jacqueline K. Barton | 879,148,745 | 35,673,150 | 5,368,451 | 112,797,876 |
| James A. Bell | 902,343,265 | 12,087,231 | 5,759,850 | 112,797,876 |
| Jeff M. Fettig | 901,845,931 | 12,479,593 | 5,864,822 | 112,797,876 |
| Barbara H. Franklin | 881,388,123 | 33,272,802 | 5,529,421 | 112,797,876 |
| Jennifer M. Granholm | 890,442,596 | 24,225,702 | 5,522,048 | 112,797,876 |
| John B. Hess | 883,989,003 | 30,477,879 | 5,723,464 | 112,797,876 |
| Andrew N. Liveris | 884,281,214 | 30,389,350 | 5,519,782 | 112,797,876 |
| Paul Polman | 892,424,062 | 21,700,476 | 6,065,808 | 112,797,876 |
| Dennis H. Reilley | 850,336,674 | 63,794,265 | 6,059,407 | 112,797,876 |
| James M. Ringler | 800,858,956 | 113,263,672 | 6,067,718 | 112,797,876 |
| Ruth G. Shaw | 848,122,406 | 66,388,934 | 5,679,006 | 112,797,876 |
| Paul G. Stern | 859,046,223 | 55,384,472 | 5,759,651 | 112,797,876 |

2. Ratification of the appointment of the independent registered public accounting firm for 2011.

Stockholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2011.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-----------------------------|
| 1,012,668,683 | 15,220,666 | 5,098,873 | |

3. Advisory Vote on Executive Compensation.

Stockholders approved, on an advisory basis, the compensation of the Company's named executive officers as described in the Compensation Discussion and Analysis and the accompanying compensation tables and narrative in the Proxy Statement for the Company's 2011 Annual Meeting of Stockholders.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-----------------------------|
| 791,595,039 | 117,216,496 | 11,378,811 | 112,797,876 |

4. Frequency of Future Advisory Votes on Executive Compensation.

Stockholders voted, on an advisory basis, on the frequency of future advisory votes on executive compensation as follows:

| 3 Years | 2 Years | 1 Year | Abstentions | Broker Non-Votes |
|----------------|----------------|---------------|--------------------|-----------------------------|
| 436,587,809 | 23,609,138 | 453,298,823 | 6,694,576 | 112,797,876 |

5. Stockholder proposal on shareholder action by written consent.

Stockholders did not approve a stockholder proposal on shareholder action by written consent.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-----------------------------|
| 379,041,751 | 523,930,540 | 17,218,055 | 112,797,876 |

SIGNATURE

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 hereunto duly authorized.

THE DOW CHEMICAL COMPANY

Registrant

Date: May 12, 2011

/s/ RONALD C. EDMONDS
Ronald C. Edmonds

Vice President and Controller