Edgar Filing: COOK J MICHAEL - Form 4

Form 4	EL										
January 04, 2005											
								-	OMB APPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								N OMB Number:	3235-0287		
Check this box if no longer				Expires:	January	y 31, 2005					
subject to Section 16. Form 4 or		IGES IN SECUI	Estimated burden hou response	mated average len hours per							
Form 5 obligations may continue. See Instruction 1(b). 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 Respon	nses)										
1. Name and Address of Reporting Person <u>*</u> COOK J MICHAEL			Symbol	er Name and		or Trading /DE/ [DOW	5. Relationship of Reporting Person(s) to Issuer				
(Least)	(First)					L	(Ch	eck all applicabl	e)		
(Last) (First) (Middle) 2030 DOW CENTER			3. Date of Earliest Transaction (Month/Day/Year) 12/31/2004				X_ Director 10% Owner Officer (give title Other (specify below) below)				
(Street) 4. If Amendment, Date Ori Filed(Month/Day/Year)			-	nal	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person						
MIDLAND, MI	48674						Form filed by Person	More than One R	eporting		
(City) (State)	(Zip)	Tab	le I - Non-l	Derivativ	e Securities A	cquired, Disposed	of, or Beneficia	lly Owned	l	
	ansaction Date th/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Dispose (Instr. 3	d (A) or d of (D) , 4 and 5) (A) or	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 Indirect Beneficial Ownershij (Instr. 4)	1	
Reminder: Report on	a separate line	for each cla	ass of secu	urities bene	ficially o	wned directly	or indirectly.				
					info requ	mation cont ired to resp lays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		

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	Derivative Security			Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	\$ 0	12/31/2004	А		402.961		<u>(1)</u>	(1)	Common Stock	402.961 \$

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer Other					
COOK J MICHAEL 2030 DOW CENTER MIDLAND, MI 48674	Х							
Signatures								
Tina S. Van Dam for J. Michae Cook	el	01/04/20	005					
<u>**</u> 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).
- The phantom stock units were accrued under the Voluntary Deferred Compensation Plan for Non-Employee Directors of The Dow(1) Chemical Company, a Rule 16b-3 exempt plan, and are to be settled entirely in cash in 5 annual installments beginning on July 15 following termination of Board service.
- (2) This figure includes prior unreported adjustments for quarterly reinvestments, participant fees, and other account reconciliations by the Plan's Recordkeeper, pursuant to Rule 16a-11.

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.