### Edgar Filing: MANETTA RICHARD L - Form 4

MANETTA Form 4 February 02	ЛЛ	STATES	S SECU	RITIES .	AND EX	СНА	NGE CO	OMMISSION	OMB AF OMB	PROVAL	
Check t	his box	Washington, D.C. 20549 ox STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Number:	3235-0287 January 31,	
if no lon subject t Section Form 4 e	nger to <b>STATEN</b> 16. or								Expires: 200 Estimated average burden hours per response 0.		
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	Responses)										
MANETTA RICHARD L Symbol								5. Relationship of Reporting Person(s) to ssuer			
(Last)	(First) (	Middle)	3. Date of	of Earliest 7	Fransaction			(Check	all applicable	)	
			Ionth/Day/Year) /31/2005b				Director 10% Owner _X Officer (give title Other (specify below) Corp VP				
MIDLANI	(Street) D, MI 48674			endment, I onth/Day/Ye	Date Origina ar)	ıl	-	5. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by Mo Person	ne Reporting Per	rson	
(City)	(State)	(Zip)	Tat	ole I - Non-	Derivative	Secu	rities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8) Code V	oror Dispos (Instr. 3, 4	ed of (		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)	
Common Stock (1)	01/31/2005			М	90,000	А	\$ 36.255	5 91,125	D		
Common Stock (1)	01/31/2005			М	8,900	А	\$ 30.425	5 100,025	D		
Common Stock	01/31/2005			S	98,900	D	\$ 49.4493	1,125	D		
Common Stock								175.451	I	by 401(k) Plan ESOP	

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

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

	-	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Stoc	-Qualified ek Option nt to buy)	\$ 30.425	01/31/2005		М	8,900	(2)	02/15/2012	Common Stock	8,9
Stoc	-Qualified ek Opion nt to buy)	\$ 36.255	01/31/2005		М	90,000	<u>(3)</u>	08/01/2011	Common Stock	90,0

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
MANETTA RICHARD L							
2030 DOW CENTER			Corp VP				
MIDLAND, MI 48674							
Signatures							
Tina S. Van Dam for Richard L	J.						
Manetta		01/31/	2005				

\*\*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 pursuant to which the reported grant was made provides for tax withholding rights.

(2) The options vest in three equal annual installments beginning on February 15, 2003.

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(3) The options vest in three equal annual installments beginning on August 1, 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.