

BAYER AKTIENGESELLSCHAFT

Form 424B3

September 17, 2009

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SECURITIES & EXCHANGE COMMISSION
450 Fifth Street, NW
Washington, DC 20549

Attn.: Document Control

RE: American Depositary Shares evidenced by
One(1) American Depositary Receipts
representing One (1) Ordinary Share of
Bayer Aktiengesellschaft
(Form F-6 File No 333-14266)

Ladies and Gentlemen:

Pursuant to Rule 424(b)(3) under the Securities Act of 1933, as amended, on behalf of The Bank of New York Mellon, as Depositary for securities against which American Depositary Receipts are to be issued, we attach a copy of the new prospectus (Prospectus) reflecting the share reclassification.

As required by Rule 424(e), the upper right hand corner of the Prospectus cover page has a reference to Rule 424(b)(3) and to the file number of the registration statement to which the Prospectus relates.

Pursuant to Section III B of the General Instructions to the Form F-6 Registration Statement, the Prospectus consists of the ADR certificate with the revised share classification Bayer Aktiengesellschaft

The Prospectus has been revised to reflect the new par value, and has been over stamped with:

Effective September 21, 2009, the companys share classification changed to no par value registered shares.

Please contact me with any questions or comments at 212 815-4305

Birgit Rohleder
The Bank of New York Mellon - ADR Division
Encl.

CC: Paul Dudek, Esq. (Office of International Corporate Finance)

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Depository Receipts

101 Barclay Street 22nd Floor West, New York, NY 10286