Huntsman Jon M Form 4 November 10, 2010

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB Number:

3235-0287

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obligations

may continue.

Check this box

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

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Huntsman Jon M

(First) (Middle)

500 HUNTSMAN WAY

(Street)

2. Issuer Name and Ticker or Trading Symbol

Huntsman CORP [HUN] 3. Date of Earliest Transaction

(Month/Day/Year) 11/08/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

\_X\_\_ 10% Owner \_X\_ Director X\_ Officer (give title \_\_ Other (specify below)

**Executive Chairman** 

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

SALT LAKE CITY, UT 84108

(City)	(State)	(Zip) Tal	ble I - Non	-Derivative	Secur	ities Acquir	ed, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie on Disposed o (Instr. 3, 4)	f (D)	uired (A) or Price	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	11/08/2010		S	200,700	D	\$ 13.7116 (2)	23,016,118 ( <u>5)</u>	I	By Huntsman Family Holdings Company LLC (5)
Common Stock	11/09/2010		S	200,000	D	\$ 13.8188 (4)	22,816,118 ( <u>5)</u>	I	By Huntsman Family Holdings Company LLC (5)

#### Edgar Filing: Huntsman Jon M - Form 4

Common Stock	74,074	D	
Common Stock	22,900 (6)	I	By Karen H. Huntsman Inheritance Trust (6)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (Instr.	ction 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

# **Reporting Owners**

\*\*Signature of Reporting Person

Attorney

Reporting Owner Name / Address	Relationships							
noporous o whor round / round on	Director	10% Owner	Officer	Other				
Huntsman Jon M 500 HUNTSMAN WAY SALT LAKE CITY, UT 84108	X	X	Executive Chairman					
Signatures								
Sean H. Pettey, by Power of		11/10/201	n					

11/10/2010

Date

Reporting Owners 2

## **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) At the request of Jon M. Huntsman, Huntsman Family Holdings Company LLC sold the 200,700 shares reported in Line 1 of Table 1 of this report for the benefit of, and distributed the proceeds of such sale to, Jon M. Huntsman.
- The price reported in Column 4 with respect to the 200,700 shares sold on November 8, 2010 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.70 to \$13.76. The Reporting Person has provided to the Issuer, and undertakes to provide to any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in Footnote (2) to this Form 4.
- (3) At the request of Jon M. Huntsman, Huntsman Family Holdings Company LLC sold the 200,000 shares reported in Line 2 of Table 1 of this report for the benefit of, and distributed the proceeds of such sale to, Jon M. Huntsman.
- The price reported in Column 4 with respect to the 200,000 shares sold on November 9, 2010 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.61 to \$13.89. The Reporting Person has provided to the Issuer, and undertakes to provide to any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in Footnote (4) to this Form 4.
  - The shares listed in Column 5 of lines 1 and 2 are owned directly by Huntsman Family Holdings Company LLC and indirectly by other members of Huntsman Family Holdings Company LLC and Jon M. Huntsman. Jon M. Huntsman disclaims beneficial ownership of the
- (5) shares held by Huntsman Family Holdings Company LLC, except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of any of the reported shares for purposes of Section 16 or for any other purpose.
  - The shares listed in Column 5 of line 4 are owned directly by the Karen H. Huntsman Inheritance Trust. Jon M. Huntsman may be deemed to be the beneficial owner of these shares by virtue of being the spouse of Karen H. Huntsman, the trustee of the Karen H.
- (6) Huntsman Inheritance Trust. Jon M. Huntsman disclaims beneficial ownership of the shares held by the Karen H. Huntsman Inheritance Trust, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of any of the reported shares for purposes of Section 16 or for any other purpose.

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.