

Huntsman Peter R
Form 4
February 03, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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)

1. Name and Address of Reporting Person *
Huntsman Peter R

(Last) (First) (Middle)
10003 WOODLOCH FOREST DRIVE
(Street)

THE WOODLANDS, TX 77380
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Huntsman CORP [HUN]

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President, CEO

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|--|
| | | | Code | V | Amount or Price | | | | |
| Common Stock | 02/01/2012 | | A | | 186,428 (1) | A | \$ 0 4,383,493 | D | |
| Common Stock | 02/02/2012 | | F | | 10,025 (2) | D | \$ 13.39 4,373,468 | D | |
| Common Stock | | | | | | | 191,000 | I | By Spouse as UGMA Custodian for Children (3) |
| Common Stock | | | | | | | 843,657 | I | By Spouse as UTMA |

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beneficial owner of these shares for purposes of Section 16 or for any other purpose.

Represents shares held by spouse as Utah Uniform Transfer to Minors Act custodian for eight of the reporting person's children. The

- (4) reporting person disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
- (5) These options granted under the Huntsman Stock Incentive Plan vest in three equal annual installments beginning February 2, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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