

Huntsman Jon M
 Form 4
 September 04, 2009

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 Family Holdings CO LLC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 500 HUNTSMAN WAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/02/2009

____ Director 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

SALT LAKE CITY, UT 84108
 (City) (State) (Zip)

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

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 (A) or (D) Price			
Common Stock	09/02/2009		J ⁽¹⁾	V 663,300 A \$ 0	663,300	D ⁽²⁾	
Common Stock	09/02/2009		S	663,300 ⁽³⁾ D 7.78 ⁽⁴⁾	0	D ⁽²⁾	
Common Stock	09/03/2009		J ⁽¹⁾	V 600,000 A \$ 0	600,000	D ⁽²⁾	
Common Stock	09/03/2009		S	600,000 ⁽³⁾ D 7.86 ⁽⁵⁾	0	D ⁽²⁾	
Common					46,572,025	I ⁽⁶⁾	By HMP

__Signature of Reporting Person

Date

Sean H. Pettey, by Power of
Attorney

09/04/2009

__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) Withdrawal of shares from the HMP Equity Trust.

These shares are owned directly by Huntsman Family Holdings Company LLC and indirectly by Jon M. Huntsman and Peter R. Huntsman. Each of Jon M. Huntsman and Peter R. Huntsman may be deemed to have a pecuniary interest in Huntsman Family Holdings Company LLC, a beneficiary of HMP Equity Trust, which holds dispositive power over certain shares held by HMP Equity Trust. HMP

- (2) Equity Trust is controlled by its trustees, including Jon M. Huntsman and Peter R. Huntsman. Each of Jon M. Huntsman and Peter R. Huntsman disclaims beneficial ownership of the shares held by HMP Equity Trust and 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.

- (3) Huntsman Family Holdings Company LLC sold the shares covered by this report for the benefit of, and distributed the proceeds of such sale to, Jon M. Huntsman. Peter R. Huntsman had no pecuniary interest in the shares sold in the transaction reported in this Form 4.

- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.68 to \$8.00. The Reporting Persons have provided to the Issuer, and undertake 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 Footnotes (4) and (5) to this Form 4.

- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.81 to \$7.93.

These shares are owned directly by HMP Equity Trust and indirectly by Huntsman Family Holdings Company LLC, Jon M. Huntsman and Peter R. Huntsman. Jon M. Huntsman and Peter R. Huntsman may be deemed to have a pecuniary interest in Huntsman Family Holdings Company LLC, a beneficiary of HMP Equity Trust, which holds dispositive power over certain shares held by HMP Equity

- (6) Trust. HMP Equity Trust is controlled by its trustees, including Jon M. Huntsman and Peter R. Huntsman. Each of Huntsman Family Holdings Company LLC, Jon M. Huntsman and Peter R. Huntsman disclaims beneficial ownership of the shares held by HMP Equity Trust, except to the extent of its/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.

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.