

Huntsman Jon M
Form 4
May 24, 2013

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 Jon M

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)
05/22/2013

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

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/22/2013		S		\$ 354,033 (1) 19,7086 (2)	15,340,480 (3)	I By Huntsman Family Holdings Company LLC (3)
Common Stock	05/23/2013		S		\$ 445,742 (1) 19,1464 (4)	14,894,738 (3)	I By Huntsman Family Holdings Company LLC (3)

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Common Stock	05/24/2013	S	<u>277,873</u> (1)	D	\$ <u>19.1008</u> (5)	<u>14,616,865</u> (3)	I	By Huntsman Family Holdings Company LLC (3)
Common Stock						576,580	D	
Common Stock						22,900	I	By Karen H. Huntsman Inheritance Trust (6)

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

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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
Attorney

05/24/2013

__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) At the request of Jon M. Huntsman, Huntsman Family Holdings Company LLC sold the shares reported in Lines 1, 2 and 3 of Table 1 of this report for the benefit of, and distributed the proceeds of such sale to, Jon M. Huntsman.

(2) The price reported in Column 4 of Line 1 with respect to the 354,033 shares sold on May 22, 2013 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.50 to \$19.89. 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 (2) to this Form 4.

- (3) The shares listed in Column 5 of Lines 1, 2 and 3 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 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.

(4) The price reported in Column 4 of Line 2 with respect to the 445,742 shares sold on May 23, 2013 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.00 to \$19.33. 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.

(5) The price reported in Column 4 of Line 3 with respect to the 277,873 shares sold on May 24, 2013 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.00 to \$19.21. 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 (5) to this Form 4.

- (6) The shares listed in Column 5 of Line 5 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. 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.

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