

Huntsman CORP
Form 8-K
May 10, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **May 5, 2011**

Huntsman Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-32427
(Commission
File Number)

42-1648585
(IRS Employer
Identification No.)

500 Huntsman Way
Salt Lake City, Utah
(Address of principal executive offices)

84108
(Zip Code)

Registrant's telephone number, including area code:

(801) 584-5700

Not applicable

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On May 5, 2011, the Board of Directors (the Board) of Huntsman Corporation (the Company), upon the recommendation of the Nominating and Corporate Governance Committee, acted to set the size of the Board at nine directors. On the same date, also upon the recommendation of the Nominating and Corporate Governance Committee, the Board appointed Mary C. Beckerle, Ph.D., as a director. Dr. Beckerle, age 56, was appointed to fill the vacancy created by the departure of Marsha J. Evans from the Board and will serve as a Class I director for a term that expires at the Company's 2014 Annual Meeting of Stockholders.

The Board has determined, after applying the Company's independence criteria, that Dr. Beckerle is an independent director. Dr. Beckerle has been appointed to serve on the Company's Nominating and Governance Committee of the Board. Dr. Beckerle was not selected as a director pursuant to any arrangements or understandings with the Company or with any other person and there are no transactions between Dr. Beckerle and the Company that would require disclosure under Item 404(a) of Regulation S-K.

Dr. Beckerle will be compensated for her service on the Board on the same basis as each of the Company's other non-employee directors. Annual compensation for non-employee directors is comprised of cash and stock-based equity compensation. The cash compensation consists of an annual retainer and supplemental retainers for the chairs and members of Board committees. Stock-based equity compensation consists of stock or stock units. Directors may participate in the Huntsman Corporation Stock Incentive Plan and the Huntsman Outside Director Elective Deferral Plan.

A more detailed description of compensation of directors of the Company was previously reported in the Company's Definitive Proxy Statement filed with the Securities and Exchange Commission on March 25, 2011, and is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure

On May 9, 2011, in connection with the appointment of Dr. Beckerle as a director of the Company, the Company issued a press release, a copy of which is attached as Exhibit 99.1 to this Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Number | Description of Exhibits |
|--------|---|
| 99.1 | Press Release dated May 9, 2011 regarding the appointment of Dr. Mary C. Beckerle to the Board of Directors |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HUNTSMAN CORPORATION

/s/ TROY M. KELLER

Assistant Secretary

Dated: May 10, 2011

EXHIBIT INDEX

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