

Huntsman CORP
Form 4
August 16, 2007

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)
08/14/2007

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 | (D) | Price | | | |
| Common Stock | 08/14/2007 | | P ⁽¹⁾ | | 2,000 | A | \$ 24.25 | 2,000 | I | By spouse as UGMA custodian for child |
| Common Stock | 08/14/2007 | | P ⁽¹⁾ | | 2,000 | A | \$ 24.25 | 2,000 | I | By spouse as UGMA custodian for child |
| Common Stock | 08/14/2007 | | P ⁽¹⁾ | | 2,000 | A | \$ 24.25 | 2,000 | I | By spouse as UGMA custodian for child |

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| | | | | | | | | | |
|--------------|------------|--|------------------------|--------|---|------------|------------|---|---------------------------------------|
| Common Stock | 08/14/2007 | | <u>P⁽¹⁾</u> | 2,000 | A | \$ 24.25 | 2,000 | I | By spouse as UGMA custodian for child |
| Common Stock | 08/14/2007 | | <u>P⁽¹⁾</u> | 2,000 | A | \$ 24.25 | 2,000 | I | By spouse as UGMA custodian for child |
| Common Stock | 08/14/2007 | | <u>P⁽¹⁾</u> | 2,000 | A | \$ 24.25 | 2,000 | I | By spouse as UGMA custodian for child |
| Common Stock | 08/14/2007 | | <u>P⁽¹⁾</u> | 2,000 | A | \$ 24.25 | 2,000 | I | By spouse as UGMA custodian for child |
| Common Stock | 08/14/2007 | | P | 2,000 | A | \$ 24.25 | 2,000 | I | By child <u>(2)</u> |
| Common Stock | 08/15/2007 | | P | 3,800 | A | \$ 24.25 | 542,944 | D | |
| Common Stock | 08/16/2007 | | P | 16,200 | A | \$ 24.25 | 559,144 | D | |
| Common Stock | 08/16/2007 | | P | 20,000 | A | \$ 23.9895 | 579,144 | D | |
| Common Stock | 08/16/2007 | | P | 10,000 | A | \$ 23.7979 | 589,144 | D | |
| Common Stock | | | | | | | 49,770,225 | I | By HMP Equity Trust <u>(3)</u> |

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

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

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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 | 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. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|

of (D)
(Instr. 3,
4, and 5)

(Instr

| 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 Peter R 10003 WOODLOCH FOREST DRIVE THE WOODLANDS, TX 77380 | X | X | President, CEO | |

Signatures

Rachel K. Muir, by Power of Attorney
08/16/2007

__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) Purchase by spouse as custodian for child under Uniform Gifts to Minors Act. The 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.
 - (2) The 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.

These shares are owned directly by HMP Equity Trust. 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 Equity Trust is controlled by its trustees, including Peter R. Huntsman. 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.
 - (3)

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.