

Scruggs Samuel D
Form 4
December 30, 2009

FORM 4

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

OMB APPROVAL

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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 *
Scruggs Samuel D

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

SALT LAKE CITY, UT 84108

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/28/2009

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)
Exec VP, GC and Sec

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	12/28/2009		F(1)	79,799 D \$ 11.49	422,804	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option (Right to Buy)	\$ 23	12/28/2009		D ⁽²⁾	157,483	(⁽²⁾)	(⁽²⁾)	Common Stock	157,483
Option (Right to Buy)	\$ 23	12/28/2009		A ⁽²⁾	157,483	(⁽³⁾)	(⁽²⁾)	Common Stock	157,483
Option (Right to Buy)	\$ 20.5	12/28/2009		D ⁽²⁾	93,655	(⁽²⁾)	(⁽²⁾)	Common Stock	93,655
Option (Right to Buy)	\$ 20.5	12/28/2009		A ⁽²⁾	93,655	(⁽³⁾)	(⁽²⁾)	Common Stock	93,655
Option (Right to Buy)	\$ 20.66	12/28/2009		D ⁽²⁾	110,663	(⁽²⁾)	(⁽²⁾)	Common Stock	110,663
Option (Right to Buy)	\$ 20.66	12/28/2009		A ⁽²⁾	110,663	(⁽³⁾)	(⁽²⁾)	Common Stock	110,663
Option (Right to Buy)	\$ 2.59	12/28/1990		D ⁽²⁾	367,347	(⁽²⁾)	(⁽²⁾)	Common Stock	367,347
Option (Right to Buy)	\$ 2.59	12/28/2009		A ⁽²⁾	367,347	(⁽³⁾)	(⁽²⁾)	Common Stock	367,347

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Scruggs Samuel D 500 HUNTSMAN WAY SALT LAKE CITY, UT 84108			Exec VP, GC and Sec	

Signatures

Sean H. Pettey, by Power of Attorney
12/30/2009

**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) Shares automatically withheld upon vesting of restricted stock to satisfy tax withholding obligations.

(2) The reported transactions involved an amendment to the reporting person's outstanding options, pursuant to the reporting person's separation and release agreement, to extend the expiration date from six months following the date of separation from the registrant to the earlier of the expiration date of the applicable option or December 31, 2014, resulting in the deemed cancellation of the "old" options and the grant of replacement options. The options were originally granted on February 10, 2005, March 1, 2006, February 20, 2007 and March 2, 2009, and provided for vesting in three equal annual installments beginning February 16, 2006, March 1, 2007, February 20, 2008 and March 2, 2010, respectively.

(3) Pursuant to the reporting person's separation and release agreement, all 404,235 of the reporting person's unvested options vested on December 28, 2009.

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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