Huntsman CORP Form 4 February 18, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287 Expires: January 31,

Estimated average burden hours per

burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Ninow Kevin J	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)	Huntsman CORP [HUN] 3. Date of Earliest Transaction	(Check all applicable)		
500 HUNTSMAN WAY	(Month/Day/Year) 02/16/2005	Director 10% Owner Self-up of the control of the		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
SALT LAKE CITY, UT 84108		Form filed by More than One Reporting Person		

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security	2. Transaction Date (Month/Day/Year)	Execution Date, if		4. Securities Acquired on(A) or Disposed of	Securities	6. Ownership Form: Direct	Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(D) (Instr. 3, 4 and 5)	Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership
		(Wionan Bay/ Tear)	(111311.0)	(msu. 3, 1 and 3)	Following	(Instr. 4)	(Instr. 4)
				(A)	Reported		
				or	Transaction(s)		
			Code V	Amount (D) Price	(Instr. 3 and 4)		
Common Stock	02/16/2005		A	$\frac{39,266}{(1)}$ A \$0	39,266 <u>(1)</u>	D	

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

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SEC 1474

(9-02)

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 6. Date Exercisable and Expiration Date (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 23	02/16/2005		A	118,987	(2)	02/16/2015	Common Stock	118,987

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Ninow Kevin J 500 HUNTSMAN WAY SALT LAKE CITY, UT 84108			Division President			

Signatures

Paul M. Wilson, by Power of Attorney 02/16/2005

**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).
- These restricted shares granted under the Huntsman Stock Incentive Plan are subject to vesting requirements based on the Reporting Person's remaining an employee of the Issuer. 33 1/3% of such shares vest on February 16, 2006, 2007 and 2008.
- (2) These options granted under the Huntsman Stock Incentive Plan vest in three equal annual installments beginning on February 16, 2006.

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.

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