

Huntsman Peter R
Form 4
December 29, 2009

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Huntsman Family Holdings CO LLC

(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)

12/23/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
X 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)
Common Stock	12/24/2009		S	300 ⁽¹⁾	D \$ 11.5	24,902,706	D ⁽²⁾
Common Stock	12/28/2009		S	465,300 ⁽¹⁾	D \$ 11.5023 ⁽³⁾	24,437,406	D ⁽²⁾

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

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information contained in this form are not
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SEC 1474
(9-02)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (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 Family Holdings CO LLC 500 HUNTSMAN WAY SALT LAKE CITY, UT 84108		X		
Huntsman Jon M 500 HUNTSMAN WAY SALT LAKE CITY, UT 84108	X	X	Executive Chairman	
Huntsman Peter R 10003 WOODLOCH FOREST DRIVE THE WOODLANDS, TX 77380	X	X	President, CEO	

Signatures

Sean H. Pettey, by Power of Attorney	12/29/2009
**Signature of Reporting Person	Date
Sean H. Pettey, by Power of Attorney	12/29/2009
**Signature of Reporting Person	Date
Sean H. Pettey, by Power of Attorney	12/29/2009
**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).

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- (1) At the request of the Trustee of the Kathleen Ann Huntsman Trust, Huntsman Family Holdings Company LLC sold the shares covered by this report for the benefit of, and distributed the proceeds of such sale to, the Kathleen Ann Huntsman Trust. Kathleen Huntsman, an adult child of Jon M. Huntsman, is the beneficiary of the Kathleen Ann Huntsman Trust. Neither Jon M. Huntsman nor Peter R. Huntsman had any pecuniary interest in the shares sold in the transactions reported in this Form 4.

- (2) At the request of the Trustee of the Kathleen Ann Huntsman Trust, Huntsman Family Holdings Company LLC sold the shares covered by this report for the benefit of, and distributed the proceeds of such sale to, the Kathleen Ann Huntsman Trust. The shares in Column 5 are owned directly by Huntsman Family Holdings Company LLC and indirectly by Jon M. Huntsman and Peter R. Huntsman, each of whom may be deemed to have a pecuniary interest in Huntsman Family Holdings Company LLC. Each of Jon M. Huntsman and Peter R. Huntsman disclaims beneficial ownership of the shares 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.

- (3) The price reported in Column 4 with respect to the 465,300 shares sold on December 28, 2009 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.50 to \$11.56. The Reporting Persons have provided to the Issuer, and undertake 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.

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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