

Huntsman CORP
Form 4
July 17, 2014

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 *
Turner Simon

(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)
07/17/2014

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)

Division President

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	07/17/2014		M		13,988	A	\$ 23
							87,671
Common Stock	07/17/2014		S ⁽¹⁾		13,988	D	\$ 27.2624
							73,683
Common Stock	07/17/2014		M		18,731	A	\$ 20.5
							92,414
Common Stock	07/17/2014		S ⁽¹⁾		18,731	D	\$ 27.2346
							73,683
	07/17/2014		M		22,133	A	\$ 20.66
							95,816

Common
Stock

Common Stock	07/17/2014	<u>S</u> (1)	22,133	D	\$ 27.2184	73,683	D
					<u>(4)</u>		

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

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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 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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 23	07/17/2014		M	13,988	<u>(5)</u> 02/10/2015	Common Stock	13,988	
Option (Right to Buy)	\$ 20.5	07/17/2014		M	18,731	<u>(6)</u> 03/01/2016	Common Stock	18,731	
Option (Right to Buy)	\$ 20.66	07/17/2014		M	22,133	<u>(7)</u> 02/20/2017	Common Stock	22,133	

Reporting Owners

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

Signatures

Sean H. Pettey, by Power of
Attorney

07/17/2014

__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) The option exercises and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 6, 2014.

(2) The price reported in Column 4 line 2 of Table I is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.10 to \$27.34 per share. The Reporting Person has provided to the Issuer, and undertakes 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 (2) to this Form 4.

(3) The price reported in Column 4 line 4 of Table I is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.07 to \$27.34 per share. The Reporting Person has provided to the Issuer, and undertakes 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 (3) to this Form 4.

(4) The price reported in Column 4 line 6 of Table I is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.02 to \$27.34 per share. The Reporting Person has provided to the Issuer, and undertakes 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.

(5) These options granted under the Huntsman Stock incentive Plan were scheduled to expire on February 10, 2015 and vested in three equal annual installments beginning February 10, 2006.

(6) These options granted under the Huntsman Stock Incentive Plan vested in three equal installments beginning March 1, 2007.

(7) These options granted under the Huntsman Stock Incentive Plan vested in three equal installments beginning February 20, 2008.

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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