

Huntsman Peter R
 Form 4
 June 14, 2018

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 *
 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)
 06/12/2018

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)
 Chairman, 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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 06/12/2018 | | M | | 400,000 | A | \$ 2.59 | 4,534,958 | D | |
| Common Stock | 06/12/2018 | | F ⁽¹⁾ | | 176,621 | D | \$ 32.69 | 4,358,337 | D | |
| Common Stock | 06/12/2018 | | M | | 150,215 | A | \$ 13.5 | 4,508,552 | D | |
| Common Stock | 06/12/2018 | | F ⁽¹⁾ | | 96,711 | D | \$ 32.71 | 4,411,841 | D | |
| Common Stock | 06/12/2018 | | M | | 216,920 | A | \$ 17.59 | 4,628,761 | D | |

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| | | | | | | | | |
|--------------|------------|------------------|---------|---|-----------|-----------|---|---|
| Common Stock | 06/12/2018 | F ⁽¹⁾ | 156,085 | D | \$ 32.72 | 4,472,676 | D | |
| Common Stock | 06/12/2018 | M | 393,082 | A | \$ 13.41 | 4,865,758 | D | |
| Common Stock | 06/12/2018 | F ⁽¹⁾ | 252,401 | D | \$ 32.715 | 4,613,357 | D | |
| Common Stock | 06/12/2018 | M | 378,788 | A | \$ 17.85 | 4,992,145 | D | |
| Common Stock | 06/12/2018 | F ⁽¹⁾ | 274,397 | D | \$ 32.716 | 4,717,748 | D | |
| Common Stock | 06/12/2018 | M | 482,994 | A | \$ 8.86 | 5,200,742 | D | |
| Common Stock | 06/12/2018 | F ⁽¹⁾ | 269,393 | D | \$ 32.715 | 4,931,349 | D | |
| Common Stock | | | | | | 843,657 | I | By Spouse as UTMA Custodian ⁽²⁾ |
| Common Stock | | | | | | 933,328 | I | By P&B Capital, L.C. |
| Common Stock | | | | | | 191,000 | I | By Spouse as UGMA Custodian for Children ⁽³⁾ |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |

| | | | | | | | | |
|--------------------------|----------|------------|---|---------|------------|------------|--------------|---------|
| Option (Right to Buy) | \$ 2.59 | 06/12/2018 | M | 400,000 | <u>(4)</u> | 03/02/2019 | Common Stock | 400,000 |
| Option (Right to Buy) | \$ 13.5 | 06/12/2018 | M | 150,215 | <u>(5)</u> | 02/23/2020 | Common Stock | 150,215 |
| Option (Right to Buy) | \$ 17.59 | 06/12/2018 | M | 216,920 | <u>(6)</u> | 02/02/2021 | Common Stock | 216,920 |
| Option (Right to Buy) | \$ 13.41 | 06/12/2018 | M | 393,082 | <u>(7)</u> | 02/01/2022 | Common Stock | 393,082 |
| Option (Right to Buy) | \$ 17.85 | 06/12/2018 | M | 378,788 | <u>(8)</u> | 02/06/2023 | Common Stock | 378,788 |
| Option (Right to Buy) | \$ 8.86 | 06/12/2018 | M | 482,994 | <u>(9)</u> | 02/03/2026 | Common Stock | 482,994 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Huntsman Peter R 10003 WOODLOCH FOREST DRIVE THE WOODLANDS, TX 77380 | | | Chairman, President, CEO | |

Signatures

/s/ Rachel K. Muir, by Power of Attorney

06/14/2018

__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) Represents a "net exercise" of outstanding stock options. These shares were withheld by Huntsman Corporation for payment of the exercise price and applicable taxes, based on the market price of Huntsman Corporation's common stock at the time of the option exercise on June 12, 2018 ranging between \$32.69 and \$32.72 per share.

(2) Represents shares held by spouse as Utah Uniform Transfer to Minors Act custodian for eight of the reporting person's children. 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.

(3) Represents shares held by spouse as Uniform Gifts to Minors Act custodian for six of the reporting person's children. 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.

(4) These options granted under the Huntsman Stock incentive Plan vested in three equal annual installments beginning March 2, 2010.

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- (5) These options granted under the Huntsman Stock incentive Plan vested in three equal annual installments beginning February 23, 2011.
- (6) These options granted under the Huntsman Stock incentive Plan vested in three equal annual installments beginning February 2, 2012.
- (7) These options granted under the Huntsman Stock incentive Plan vested in three equal annual installments beginning February 1, 2013.
- (8) These options granted under the Huntsman Stock incentive Plan vested in three equal annual installments beginning February 6, 2014.
- (9) These options granted under the Huntsman Stock incentive Plan vested as to 241,497 shares on February 3, 2017, 241,497 shares on February 3, 2018 and will vest as to 241,496 shares on February 3, 2019.

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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