

Huntsman CORP  
 Form 4  
 February 06, 2015

**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 \*  
 Huntsman Jon M

(Last) (First) (Middle)

500 HUNTSMAN WAY

(Street)

SALT LAKE CITY, UT US 84108

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 02/04/2015

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)  
 Executive Chairman

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 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 (A) or (D) Price		
Common Stock	02/04/2015		A		41,774 (1) \$ 0	D	
Common Stock	02/05/2015		F		17,539 (2) \$ 23.18	D	
Common Stock					11,938,362 (3)	I	By Huntsman Family Holdings Company LLC
					22,900 (4)	I	

Common  
Stock

By Karen  
H.  
Huntsman  
Inheritance  
Trust

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)

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
Option (Right to Buy)	\$ 22.77	02/04/2015		A	70,355	<u>(5)</u> 02/04/2025	Common Stock	70,355

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Huntsman Jon M  
500 HUNTSMAN WAY  
SALT LAKE CITY, UT US 84108

Executive Chairman

## Signatures

Sean H. Pettey, by Power of Attorney

02/06/2015

         \*\*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) These shares of restricted stock granted under the Huntsman Stock Incentive Plan vest in three equal annual installments beginning February 4, 2016.

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- (2) Shares automatically withheld upon vesting of restricted stock to satisfy tax withholding obligations.

These shares are owned directly by Huntsman Family Holdings Company LLC and indirectly by other members of Huntsman Family Holdings Company LLC and Jon M. Huntsman. Jon M. Huntsman disclaims beneficial ownership of the shares held by 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) These shares are owned directly by the Karen H. Huntsman Inheritance Trust. Jon M. Huntsman may be deemed to be the beneficial owner of these shares by virtue of being the spouse of Karen H. Huntsman, the trustee of the Karen H. Huntsman Inheritance Trust. Jon M. Huntsman disclaims beneficial ownership of the shares held by the Karen H. Huntsman Inheritance Trust, 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.

- (4) These options granted under the Huntsman Stock Incentive Plan vest in three equal annual installments beginning February 4, 2016.

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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