

Huntsman CORP
Form 4
August 20, 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 *
Huntsman James H

(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)
08/20/2014

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 Ownership: Indirect Beneficial Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	08/20/2014		M			12,279	A	\$ 11.21	71,644	D	
Common Stock	08/20/2014		S			12,279	D	\$ 27.437 (1)	59,365	D	
Common Stock	08/20/2014		M			20,965	A	\$ 13.41	80,330	D	
Common Stock	08/20/2014		S			20,965	D	\$ 27.437 (1)	59,365	D	
	08/20/2014		M			8,418	A	\$ 17.85	67,783	D	

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Common Stock								
Common Stock	08/20/2014		S	8,418	D	\$ <u>27.437</u> ⁽¹⁾	59,365	D
Common Stock							15,118	<u>(2)</u> I
Common Stock							11,945,744	<u>(3)</u> I

By
Brownie
Capital,
LLC

By
Huntsman
Family
Holdings
Company
LLC

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

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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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 11.21	08/20/2014		M	12,279	<u>(4)</u>	08/08/2021	Common Stock	12,279
Option (Right to Buy)	\$ 13.41	08/20/2014		M	20,965	<u>(5)</u>	02/01/2022	Common Stock	20,965
Option (Right to Buy)	\$ 17.85	08/20/2014		M	8,418	<u>(6)</u>	02/06/2023	Common Stock	8,418

Reporting Owners

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

Signatures

Sean H. Pettey, by Power of Attorney
08/20/2014

__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).

The price reported in Column 4 of Table 1 on Lines 2, 4 and 6 with respect to the shares sold on August 20, 2014 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.43 to \$27.45 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 sold at each separate price within the ranges set forth in Footnote (1) to this Form 4.

The reporting person disclaims beneficial ownership of these shares 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 all of the reported shares for purposes of Section 16 or for any other purpose.

These shares are owned directly by Huntsman Family Holdings Company LLC and indirectly by other members of Huntsman Family Holdings Company LLC and the reporting person. The reporting person 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 all of the reported shares for purposes of Section 16 or for any other purpose.

This option vested in three equal annual installments beginning August 8, 2011.

This option vested as to 10,483 shares on February 1, 2013, 10,482 shares on February 1, 2014 and will vest with respect to the remaining 10,482 shares on February 1, 2015.

This option vested as to 8,418 shares on February 6, 2014 and will vest with respect to 8,417 shares on February 6, 2015 and 8,418 shares on February 6, 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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