Huntsman CORP Form 4 August 20, 2007

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or Form 5 obligations

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

may continue. See Instruction 1(b).

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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

1. Name and Address of Reporting Person * Huntsman Jon M

(First)

(Street)

Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

Stock

(Middle)

Huntsman CORP [HUN]

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

(Check all applicable)

08/16/2007

_X__ 10% Owner _X__ Director _ Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

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

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

SALT LAKE CITY, UT 84108

500 HUNTSMAN WAY

						10.			
(City)	(State)	(Zip) Tal	ole I - Non-	-Derivative	Secur	ities Acquir	ed, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie Disposed of (Instr. 3, 4 a	f (D)	uired (A) or Price	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	08/16/2007		P	100,000	A	\$ 23.8046	500,000	I	By Huntsman Financial Corporation
Common Stock	08/16/2007		P	71,700	A	\$ 23.25	571,700	I	By Huntsman Financial Corporation
Common							47,835,325	I	By HMP

Equity Trust

(2) By Karen H. Common Huntsman 22,900 I Stock Inheritance Trust (3)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title an	nd 8	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amount o	of I	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyin	ng S	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	s ((Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3 a	nd 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Α	4		
									nount		
						Date	Expiration	or			
						Exercisable Date	little Nu	mber			
				G 1 W	(A) (D)			of			
				Code V	(A) (D)			Sha	ares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
Transfer and the same	Director	10% Owner	Officer	Other			
Huntsman Jon M							
500 HUNTSMAN WAY	X	X					
SALT LAKE CITY, UT 84108							

Signatures

Rachel K. Muir, by Power of 08/20/2007 Attorney

**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).
- These shares are owned directly by Huntsman Financial Corporation. Jon M. Huntsman is the sole shareholder of Huntsman Financial **(1)** Corporation.

Reporting Owners 2

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- These shares are owned directly by HMP Equity Trust and indirectly by Huntsman Family Holdings Company LLC and Jon M. Huntsman. Jon M. Huntsman may be deemed to have a pecuniary interest in Huntsman Family Holdings Company LLC, a beneficiary of HMP Equity Trust, which holds dispositive power over certain shares held by HMP Equity Trust. HMP Equity Trust is controlled by its
- (2) trustees, including Jon M. Huntsman. Jon M. Huntsman disclaims beneficial ownership of the shares held by HMP Equity Trust, except to the extent of his pecuinary 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. These shares were inadvertently reported as 49,770,225 in the Form 4 filed by the reporting person on August 10, 2007.
 - 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
- (3) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.