Huntsman CORP Form 4 February 22, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES

2. Issuer Name and Ticker or Trading

Form 5 obligations may continue. Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1940

See Instruction 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

		Symbol						Issuer			
		Huntsm	Huntsman CORP [HUN]				(Check all applicable)				
(Last) (First) (Middle)  10003 WOODLOCH FOREST DRIVE		3. Date of Earliest Transaction (Month/Day/Year) 02/20/2008				_X_ Director _X_ 10% Owner _X_ Officer (give titleOther (specify below) President, CEO					
(Street)		4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
THE WOODLANDS, TX 77380			Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									ally 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)	Fransaction(A) or Disposed of Code (D)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
C				Code V	Amount	(D)	Price	(IIIstr. 3 and 4)			
Common Stock	02/20/2008			F(1)	13,593	D	\$ 23	581,579	D		
Common Stock								47,835,325	I	By HMP Equity Trust (2)	
Common Stock								12,000 (3)	I	By spouse as UGMA Custodian for Children	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Other

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

	<ol> <li>Title of</li> </ol>	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amou	nt of	Derivative	
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	
		Derivative				Securities			(Instr.	3 and 4)		
		Security				Acquired						
		·				(A) or						
						Disposed						
						of (D)						
						(Instr. 3,						
						4, and 5)						
										Amount		
							Date	Expiration		or		
						Exercisable	Date		Number			
										of		
					Code V	(A) $(D)$				Shares		

Deletionship

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer			

Huntsman Peter R

10003 WOODLOCH FOREST DRIVE X Y President, CEO

THE WOODLANDS, TX 77380

### **Signatures**

Rachel K. Muir, by Power of Attorney 02/22/2008

\*\*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) Shares automatically withheld upon vesting of restricted stock to satsify tax withholding obligations.

These shares are owned directly by HMP Equity Trust and indirectly by Huntsman Family Holdings Company LLC and Peter R. 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 trustees, including Peter R. Huntsman. Peter R. 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.
- (3) Represents 2,000 shares held by spouse as Uniform Gifts to Minors Act custodian for each of 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

Reporting Owners 2

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person is the beneficial owner of these 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.