Huntsman Peter R Form 4 March 02, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

subject to Section 16. Form 4 or Form 5 obligations may continue.

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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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Huntsman Peter R			Symbol	and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	Huntsman CO 3. Date of Earlie		(Check a	all applicable)		
10003 WOODLOCH FOREST DRIVE			(Month/Day/Ye 02/26/2010	ar)	_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specif below) President, CEO			
	(Street)		4. If Amendmen Filed(Month/Day	, e	6. Individual or Joint Applicable Line) _X_ Form filed by One	t/Group Filing(Check		
THE WOO	DDLANDS, T	X 77380			Form filed by Mor Person	1 0		
(City)	(State)	(Zip)	Table I - N	on-Derivative Securities Acc	quired, Disposed of, o	r Beneficially Owned		
1.Title of	2. Transaction	Date 2A. Deem		4. Securities Acquired	5. Amount of 6.	7. Nature		

(City)	(State)	(Zip) Tab	ole I - Non-Derivative Securities Acq	uired, Disposed o	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) 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	02/26/2010		$F_{\underline{(1)}}$ 12,727 D $^{\$}$ 13.73	1,622,218	D	
Common Stock				191,000	Ĭ	By Spouse as UGMA Custodian for Children (2)
Common Stock				23,216,818	I	By Huntsman Family Holdings

Company

LLC (3)

(9-02)

9. Nu

Deriv

Secu

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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 SEC 1474 information contained in this form are not 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. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)
	Derivative				Securities	;		(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date Exercisable	*	Title Nu of	or	
									Number	
				Code V	(A) (D)				Shares	

Reporting Owners

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

Signatures

Sean H. Pettey, by Power of 03/02/2010 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).
- (1) Shares automatically withheld upon vesting of restricted stock to satisfy tax withholding obligations.
- Represents shares held by spouse as Uniform Gifts to Minors Act custodian for six of the reporting person's children. The reporting
- (2) 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) These shares are owned directly by Huntsman Family Holdings Company LLC and indirectly by other members of Huntsman Family Holdings Company LLC and Peter R. Huntsman. Peter R. Huntsman disclaims beneficial ownership of the shares held by Huntsman

Reporting Owners 2

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Family Holdings Company LLC, 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.

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.