Huntsman Jon M Form 4 February 25, 2010

FORM 4

Check this box

if no longer

subject to

Form 5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

OMB APPROVAL

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SECURITIES Section 16. Form 4 or Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

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

(Middle)

500 HUNTSMAN WAY

(Street)

(First)

2. Issuer Name and Ticker or Trading Symbol

Huntsman CORP [HUN]

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

02/23/2010

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X Director X__ 10% Owner X_ Officer (give title __ Other (specify below)

Executive Chairman

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SALT LAKE CITY, UT 84108

(City)	(State)	(Zip) Tal	ble 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. 4. Securities Acquired (A) or TransactiorDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock	02/23/2010		A	74,074 (1)	A	\$ 0	74,074	D		
Common Stock	02/24/2010		S	425,000	D	\$ 13.9715 (3)	23,216,818	I	By Huntsman Family Holdings Company LLC (4)	
Common Stock							22,900	I	By Karen H. Huntsman Inheritance	

Trust (5)

(9-02)

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)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title Amoun Under! Securir (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

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

Signatures

Sean H. Pettey, by Power of 02/25/2010 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).
- These shares of retricted stock granted under the Huntsman Stock Incentive Plan vest in three equal annual installments beginning **(1)** February 23, 2011.
- (2) At the request of the Trustee of the Mark H. Huntsman Trust, Huntsman Family Holdings Company LLC sold the 425,000 shares reported in Line 2 of Table 1 of this report for the benefit of, and distributed the proceeds of such sale to, the Mark H Huntsman Trust. Jon M. Huntsman may be deemed to be the beneficial owner of the shares sold for the benefit of the Mark H. Huntsman Trust, as Mark H. Huntsman is a child of Jon M. Huntsman who shares his household. Jon M. Huntsman disclaims beneficial ownership of these securities,

Reporting Owners 2

9. Nu Deriv Secu

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and this report shall not be deemed an admission of beneficial ownership of these shares for purposes of Section 16 or for any other purpose.

- The price reported in Column 4 with respect to the 425,000 shares sold on February 24, 2010 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.96 to \$14.01. 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 purchased at each separate price within the ranges set forth in Footnote (3) to this Form 4.
- The shares in Column 5 are owned directly by Huntsman Family Holdings Company LLC and indirectly by other members of Huntsman Family Holdings Company LLC and 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.
 - 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
- (5) 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.