

LyondellBasell Industries N.V.

Form 4

December 07, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *

AI INTERNATIONAL
CHEMICALS S.A.R.L.

(Last) (First) (Middle)

15-17 AVENUE GASTON
DIDERICH

(Street)

LUXEMBOURG, N4 L-1420

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

LyondellBasell Industries N.V.
[LYB]3. Date of Earliest Transaction
(Month/Day/Year)

12/07/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4)
Class A Ordinary Shares	12/07/2012		J ⁽⁵⁾	16,000,000	D \$ 0	63,961,051 ⁽²⁾	D ⁽¹⁾
Class A Ordinary Shares	12/07/2012		J ⁽⁵⁾	16,000,000	D \$ 0 0		D ⁽²⁾
Class A Ordinary Shares	12/07/2012		J ⁽⁶⁾	63,961,051 ⁽⁶⁾	D \$ 0 0		I ⁽³⁾ By entity
Class A					16,000,000	I ⁽⁴⁾	By

Ordinary
Shares

subsidiary

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

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SEC 1474
(9-02)

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. Price of Derivative Security (Instr. 5)	9. Number of Deriv Secur Bene Own Follo Repor Trans (Instr
				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
AI INTERNATIONAL CHEMICALS S.A.R.L. 15-17 AVENUE GASTON DIDERICH LUXEMBOURG, N4 L-1420		X		
AI INVESTMENTS HOLDINGS LLC 730 FIFTH AVENUE NEW YORK, NY 10019		X		
AI SMS L.P. TRINITY CHAMBERS, ROAD TOWN TORTOLA, D8		X		
AI SMS GP Ltd TRINITY CHAMBERS, ROAD TOWN TORTOLA, D8		X		

Signatures

/s/ Alejandro Moreno for AI International Chemicals Sarl and AI Investments Holdings LLC

12/07/2012

__Signature of Reporting Person

Date

/s/ Joanna Vass and Aliza Tyson for Belvaux Management Limited for AI SMS L.P. and AI SMS GP Limited

12/07/2012

__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) The securities reported are held directly by AI International Chemicals Sarl ("AIIC") and may be deemed to be held indirectly by each of the other reporting persons, because AIIC is a wholly owned subsidiary of AI Investments Holdings LLC ("AIIH"), which was, prior to the consummation of the transactions reported on this Form 4, a wholly owned subsidiary of AI SMS L.P., a partnership of which AI SMS GP Limited is the general partner. Each of the reporting persons (other than AIIC) disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein, and this Form shall not be construed as an admission that any such reporting person is the beneficial owner of any of the securities reported on this Form.

(2) The securities reported disposed were held directly by AIIH and may be deemed to be beneficially owned by AI SMS L.P. and AI SMS GP Limited because AIIH was, prior to the consummation of the transactions reported on this Form 4, a subsidiary of AI SMS L.P., a partnership of which AI SMS GP Limited is the general partner. Direct ownership reflects change from indirect beneficial ownership exempt pursuant to Rule 16a-13. Each of the reporting persons (other than AIIH) disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein, and this Form shall not be construed as an admission that any such reporting person is the beneficial owner of any such securities.

(3) The securities reported are held directly by AIIC which was, prior to the consummation of the transactions reported on this Form 4, an indirect subsidiary of AI SMS LP, a partnership of which AI SMS GP Limited is the general partner.

(4) The securities reported are held directly by AI European Holdings Sarl ("AIEH") and may be deemed to be beneficially owned by AI SMS L.P. and AI SMS GP Limited because AIEH is an indirect wholly owned subsidiary of AI SMS L.P., a partnership of which AI SMS GP Limited is the general partner. End of period ownership reflects change in form of beneficial ownership exempt pursuant to Rule 16a-13. Each of AIIC and AIIH disclaims beneficial ownership of these securities and this Form shall not be construed as an admission that any such reporting person is the beneficial owner of any such securities. Each of AI SMS L.P. and AI SMS GP Limited disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein, and this Form shall not be construed as an admission that any such reporting person is the beneficial owner of any such securities.

(5) Distribution of shares to parent holding company.

(6) Distribution by AI SMS L.P. (and AI SMS GP Limited) of interests in subsidiary to parent company. The securities continue to be owned directly by AIIC and may be deemed to be held indirectly by AIIH because AIIC is a wholly owned subsidiary of AIIH.

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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