

Huntsman CORP  
Form 4  
February 06, 2015

# FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Huntsman James H

(Last) (First) (Middle)

500 HUNTSMAN WAY

(Street)

SALT LAKE CITY, UT US 84108

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Huntsman CORP [HUN]

3. Date of Earliest Transaction (Month/Day/Year)  
02/04/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Division President

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 02/04/2015                           |  | A                              | (A) or (D) Amount 8,783 <sup>(1)</sup>                            | \$ 0 66,603   | D  |   |
| Common Stock                    | 02/05/2015                           |  | F                              | (A) or (D) Amount 947 <sup>(2)</sup>                              | \$ 23.18 65,656   | D  |   |
| Common Stock                    |                                      |  |                                |   | 15,118 <sup>(3)</sup>   | I  | By Brownie Capital, LLC                               |
| Common Stock                    |                                      |  |                                |   | 11,938,362 <sup>(4)</sup>   | I  | By Huntsman Family                                    |

Holdings  
Company  
LLC

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.**

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(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (Right to Buy)                      | \$ 22.77   | 02/04/2015                           |  | A                              | 14,793  | <u>(5)</u> 02/04/2025                                    | Common Stock  | 14,793                        |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                    |       |
|---|---------------|-----------|--------------------|-------|
|   | Director      | 10% Owner | Officer            | Other |
| Huntsman James H<br>500 HUNTSMAN WAY<br>SALT LAKE CITY, UT US 84108 |               |           | Division President |       |

## Signatures

Sean H. Pettey, by Power of Attorney  
02/06/2015

\_\_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) These shares of restricted stock granted under the Huntsman Stock Incentive Plan vest in three equal annual installments beginning February 4, 2016.
- (2) Shares automatically withheld upon vesting of restricted stock to satisfy tax withholding obligations.

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- The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, and the
- (3) inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

- These shares are owned directly by Huntsman Family Holdings Company LLC and indirectly by other members of Huntsman Family Holdings Company LLC and the reporting person. The reporting person disclaims beneficial ownership of the shares held by Huntsman
- (4) 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 all of the reported shares for purposes of Section 16 or for any other purpose.

- (5) These options granted under the Huntsman Stock Incentive Plan vest in three equal annual installments beginning February 4, 2016.

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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