

Huntsman CORP  
Form 3  
September 08, 2008

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF 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 \*

Â CITADEL L P  
(Last) (First) (Middle)

C/O CITADEL INVESTMENT  
GROUP LLC,Â 131 S.  
DEARBORN STREET, 32ND  
FLOOR

(Street)

CHICAGE,Â ILÂ 60603

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)  
08/28/2008

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

4. Relationship of Reporting  
Person(s) to Issuer

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

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer   X   Other  
(give title below) (specify below)  
See Note 1 in Remarks 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 Beneficially Owned

1. Title of Security  
(Instr. 4)

2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock

108,955

D (1) Â

Common Stock

25,055

D (2) Â

Common Stock

18,438,300

D (3) Â

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
CALL OPTION: HUNBA [OBLIGATION TO SELL]	Â <u>(4)(5)</u>	02/21/2009	Common Stock	1,400	\$ 5	D <u>(2)</u>	Â
CALL OPTION: HUNBA [OBLIGATION TO SELL]	Â <u>(4)(5)</u>	02/21/2009	Common Stock	800	\$ 5	D <u>(1)</u>	Â
CALL OPTION: HUNBB [OBLIGATION TO SELL]	Â <u>(4)</u>	02/21/2009	Common Stock	1,200	\$ 10	D <u>(2)</u>	Â
CALL OPTION: HUNBB [OBLIGATION TO SELL]	Â <u>(4)</u>	02/21/2009	Common Stock	500	\$ 10	D <u>(1)</u>	Â
CALL OPTION: HUNBC [OBLIGATION TO SELL]	Â <u>(4)</u>	02/21/2009	Common Stock	3,800	\$ 15	D <u>(2)</u>	Â
CALL OPTION: HUNBC [OBLIGATION TO SELL]	Â <u>(4)</u>	02/21/2009	Common Stock	9,000	\$ 15	D <u>(1)</u>	Â
CALL OPTION: HUNBD [RIGHT TO PURCHASE]	Â <u>(4)</u>	02/21/2009	Common Stock	11,100	\$ 20	D <u>(2)</u>	Â
CALL OPTION: HUNBD [RIGHT TO PURCHASE]	Â <u>(4)</u>	02/21/2009	Common Stock	6,300	\$ 20	D <u>(1)</u>	Â
CALL OPTION: HUNBE [OBLIGATION TO SELL]	Â <u>(4)</u>	02/21/2009	Common Stock	2,900	\$ 25	D <u>(2)</u>	Â
CALL OPTION: HUNBE [OBLIGATION TO SELL]	Â <u>(4)</u>	02/21/2009	Common Stock	500	\$ 25	D <u>(1)</u>	Â
CALL OPTION: HUNBU [OBLIGATION TO SELL]	Â <u>(4)</u>	02/21/2009	Common Stock	8,700	\$ 7.5	D <u>(1)</u>	Â
CALL OPTION: HUNBU [OBLIGATION TO SELL]	Â <u>(4)</u>	02/21/2009	Common Stock	9,100	\$ 7.5	D <u>(2)</u>	Â
CALL OPTION: HUNBV [RIGHT TO PURCHASE]	Â <u>(4)</u>	02/21/2009	Common Stock	400	\$ 12.5	D <u>(1)</u>	Â

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CALL OPTION: HUNBV [RIGHT TO PURCHASE]	Â <u>(4)</u>	02/21/2009	Common Stock	2,500	\$ 12.5	D <u>(2)</u>	Â
CALL OPTION: HUNBW [OBLIGATION TO SELL]	Â <u>(4)</u>	02/21/2009	Common Stock	6,000	\$ 17.5	D <u>(1)</u>	Â
CALL OPTION: HUNBW [OBLIGATION TO SELL]	Â <u>(4)</u>	02/21/2009	Common Stock	8,300	\$ 17.5	D <u>(2)</u>	Â
CALL OPTION: HUNBX [OBLIGATION TO SELL]	Â <u>(4)</u>	02/21/2009	Common Stock	3,900	\$ 22.5	D <u>(2)</u>	Â
CALL OPTION: HUNBX [RIGHT TO PURCHASE]	Â <u>(4)</u>	02/21/2009	Common Stock	1,400	\$ 22.5	D <u>(1)</u>	Â
CALL OPTION: HUNIB [OBLIGATION TO SELL]	Â <u>(4)</u>	09/20/2008	Common Stock	5,600	\$ 10	D <u>(1)</u>	Â
CALL OPTION: HUNIC [OBLIGATION TO SELL]	Â <u>(4)</u>	09/20/2008	Common Stock	9,700	\$ 15	D <u>(1)</u>	Â
CALL OPTION: HUNID [RIGHT TO PURCHASE]	Â <u>(4)</u>	09/20/2008	Common Stock	6,700	\$ 20	D <u>(1)</u>	Â
CALL OPTION: HUNIE [RIGHT TO PURCHASE]	Â <u>(4)</u>	09/20/2008	Common Stock	500	\$ 25	D <u>(1)</u>	Â
CALL OPTION: HUNIV [OBLIGATION TO SELL]	Â <u>(4)</u>	09/20/2008	Common Stock	16,000	\$ 12.5	D <u>(1)</u>	Â
CALL OPTION: HUNIW [OBLIGATION TO SELL]	Â <u>(4)</u>	09/20/2008	Common Stock	7,600	\$ 17.5	D <u>(1)</u>	Â
CALL OPTION: HUNIX [OBLIGATION TO SELL]	Â <u>(4)</u>	09/20/2008	Common Stock	3,400	\$ 22.5	D <u>(1)</u>	Â
CALL OPTION: HUNJC [OBLIGATION TO SELL]	Â <u>(4)</u>	10/18/2008	Common Stock	9,600	\$ 15	D <u>(1)</u>	Â
CALL OPTION: HUNJD [OBLIGATION TO SELL]	Â <u>(4)</u>	10/18/2008	Common Stock	2,000	\$ 20	D <u>(1)</u>	Â
CALL OPTION: HUNJW [OBLIGATION TO SELL]	Â <u>(4)</u>	10/18/2008	Common Stock	700	\$ 17.5	D <u>(1)</u>	Â
CALL OPTION: HUNKA [OBLIGATION TO	Â <u>(4)</u>	11/22/2008	Common Stock	1,000	\$ 5	D <u>(2)</u>	Â

SELL]

CALL OPTION: HUNKB

[OBLIGATION TO	Â <sup>(4)</sup>	11/22/2008	Common Stock	10,100	\$ 10	D <sup>(1)</sup>	Â
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SELL]

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CITADEL L P C/O CITADEL INVESTMENT GROUP LLC 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603	Â	Â	Â	See Note 1 in Remarks below
CITADEL INVESTMENT GROUP LLC 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603	Â	Â	Â	See Note 1 in Remarks below
CITADEL EQUITY FUND LTD C/O CITADEL INVESTMENT GROUP, L.L.C. 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603	Â	Â	Â	See Note 1 in Remarks below
GRIFFIN KENNETH C C/O CITADEL INVESTMENT GROUP, L.L.C. 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603	Â	Â	Â	See Note 1 in Remarks below
CITADEL ADVISORS LLC C/O CITADEL INVESTMENT GROUP II, L.L.C. 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603	Â	Â	Â	See Note 1 in Remarks below
CITADEL HOLDINGS I LP C/O CITADEL INVESTMENT GROUP II, L.L.C. 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603	Â	Â	Â	See Note 1 in Remarks below
CITADEL HOLDINGS II LP C/O CITADEL INVESTMENT GROUP II, L.L.C. 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603	Â	Â	Â	See Note 1 in Remarks below
Citadel Derivatives Group, LLC C/O CITADEL INVESTMENT GROUP II, L.L.C. 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603	Â	Â	Â	See Note 1 in Remarks below
CITADEL DERIVATIVES TRADING LTD C/O CITADEL INVESTMENT GROUP II, L.L.C. 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603	Â	Â	Â	See Note 1 in Remarks below

CITADEL INVESTMENT GROUP II, L.L.C.  
131 S. DEARBORN STREET, 32ND FLOOR  
CHICAGO, IL 60603

See Note 1 in Remarks below

## Signatures

/s/ John C. Nagel, Authorized  
Signatory

09/08/2008

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) This security is owned by Citadel Derivatives Group LLC.
- (2) This security is owned by Citadel Derivatives Trading Group Ltd.
- (3) This security is owned by Citadel Equity Fund, Ltd.

Where the security shown is a call option and the description is "obligation to sell", the Reporting Person is short that particular call option as of the date of this filing. Where a security is a call option and the description is "right to purchase", the Reporting person is long that particular call option as of the date of this filing. Where a security is a put option and the description is "obligation to purchase", the Reporting person is short that particular put option as of the date of this filing. Where a security is a put option and the description is "right to sell", the Reporting person is long that particular put option as of the date of this filing. Each of the securities listed is an exchange-traded option contract. Exchange-traded options are immediately exercisable and remain exercisable until expiration. These options were acquired on various dates.

- (5) The amount reported in column 3 for this transaction is net of the transactions on September 2, 2008 reported on the Form 4 filed by the Reporting Persons on September 4, 2008.

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### Remarks:

Note 1:

As a result of the potential arrangements between the Reporting Persons and others described in Item 4 of Schedule 13D filed by the Reporting Persons on September 2, 2008 ("Amendment No. 1") relating to the Reporting Persons, the Reporting Persons may be deemed to have formed a "group" with certain other persons, the Reporting Persons may be deemed to have beneficial ownership of greater than 10% of the outstanding Common Shares pursuant to Rule 16a-1(a)(1) and Rule 13d-5(b)(1). On August 29, 2008, the Reporting Persons Inc. rejected the terms offered by the proposal letter described in Amendment No. 1.

Note 2:

Each of the Reporting Persons expressly disclaims beneficial ownership of the securities described here. Each of the Reporting Persons further disclaims any interest therein. Each of the Reporting Persons further disclaims any interest therein with regard to the Common Shares of the Issuer with the persons described in Item 4 of Amendment No. 1.

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.