

GRIFFIN KENNETH C

Form 4

October 22, 2008

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
CITADEL L P

(Last) (First) (Middle)

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

(Street)

CHICAGO, IL 60603

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/17/2008

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 ____X____ Other (specify
below) 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 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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	10/17/2008		X		3,000	A \$ 15	75,555 D ⁽¹⁾
Common Stock	10/17/2008		X		9,800	D \$ 12.5	65,755 D ⁽¹⁾
Common Stock							25,055 D ⁽²⁾
Common Stock							18,438,300 D ⁽³⁾

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
PUT OPTION: HUNVC [OBLIGATION TO PURCHASE]	\$ 15	10/17/2008		X		30		<u>(4)</u>	10/17/2008	Common Stock	3,000
PUT OPTION: HUNVV [RIGHT TO SELL]	\$ 12.5	10/17/2008		X		98		<u>(4)</u>	10/17/2008	Common Stock	9,800

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 FL CHICAGO, IL 60603				See note 1 in Remarks below
CITADEL INVESTMENT GROUP LLC 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603				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				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

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

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

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

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

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

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

10/22/2008

__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) 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.

(4) Where the security shown 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 the transaction reported. Where the security shown 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 the transaction reported. Each of the securities shown on Table II is an exchange-traded option contract. Exchange-traded options are immediately exercisable and remain exercisable until expiration. These options were acquired on various dates. The transactions shown resulted from the exercise of in-the-money option contracts by third parties and by Citadel Derivatives Group LLC.

Remarks:

Note 1: As a result of the potential arrangements between the Reporting Persons and others described in Item 4 of Amendment No. 2 to Schedule 13D filed by the Reporting Persons on September 10, 2008 ("Amendment No. 2") relating to the Issuer (each of which is incorporated by reference herein), the Reporting Persons may be deemed to have formed a "group" with certain other persons for purposes of Rule 13d-5(b)(1) promulgated under the 1934 Act. If the Reporting Persons are deemed to have formed a "group" with such other persons, the Reporting Persons may be deemed to have beneficial ownership of greater than 10% of the Issuer's outstanding Common Shares pursuant to Rule 16a-1(a)(1) and Rule 13d-5(b)(1).

Note 2: Each of the Reporting Persons expressly disclaims beneficial ownership of the securities described herein except to the extent of such person's pecuniary interest therein. Each of the Reporting Persons further disclaims membership in a group with regard to the Common Shares of the Issuer with the persons described in Item 4 of Amendment No. 2.

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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