Huntsman CORP Form 4 March 03, 2006

### FORM 4

#### OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

Expires: January 31, 2005

Section 16. SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Huntsman Peter R Issuer Symbol Huntsman CORP [HUN] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director \_X\_\_ 10% Owner X\_ Officer (give title \_\_ Other (specify WATERWAY 1, 10003 03/01/2006 below) WOODLOCH FOREST DRIVE President, CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting THE WOODLANDS, TX 77380 Person

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative So	ecuriti	es Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of 6. Securities Ownership Beneficially Form: Directory Owned (D) or Following Indirect (I)	Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
C			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	03/01/2006		A	103,657 (1)	A	\$ 0	453,263	D	
Common Stock							129,776,387	I	By HMP Equity Trust <sup>(2)</sup>

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

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SEC 1474

(9-02)

#### Edgar Filing: Huntsman CORP - Form 4

## 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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			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
Option (Right to Buy)	\$ 20.5	03/01/2006		A	374,618	(3)	03/01/2016	Common Stock	374,618

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner	Officer	Other		
Huntsman Peter R WATERWAY 1 10003 WOODLOCH FOREST DRIVE THE WOODLANDS, TX 77380	X	X	President, CEO			

### **Signatures**

Paul M. Wilson, by Power of Attorney 03/03/2006

\*\*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 March 1, 2007.
  - HMP Equity Trust is controlled by its trustees, including the reporting person. The reporting person may be deemed to have a pecuniary interest in Huntsman Family Holdings Company LLC, a beneficiary of HMP Equity Trust, which holds dispositive power over certain
- (2) shares held by HMP Equity Trust. The reporting person disclaims beneficial ownership of the shares held by HMP Equity Trust 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.
- (3) These options granted under the Huntsman Stock Incentive Plan vest in three equal annual installments beginning March 1, 2007.

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.

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