

Scruggs Samuel D
Form 4
December 30, 2009

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 *
Scruggs Samuel D

(Last) (First) (Middle)

500 HUNTSMAN WAY

(Street)

SALT LAKE CITY, UT 84108

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Huntsman CORP [HUN]

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

12/28/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Exec VP, GC and Sec

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 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	12/28/2009		F ⁽¹⁾	V Amount (D) Price 79,799 D \$ 11.49	422,804	D	

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

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information contained in this form are not
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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)

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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 Number Shares
Option (Right to Buy)	\$ 23	12/28/2009		D ⁽²⁾			157,483	⁽²⁾	⁽²⁾	Common Stock	157,4
Option (Right to Buy)	\$ 23	12/28/2009		A ⁽²⁾		157,483		⁽³⁾	⁽²⁾	Common Stock	157,4
Option (Right to Buy)	\$ 20.5	12/28/2009		D ⁽²⁾			93,655	⁽²⁾	⁽²⁾	Common Stock	93,65
Option (Right to Buy)	\$ 20.5	12/28/2009		A ⁽²⁾		93,655		⁽³⁾	⁽²⁾	Common Stock	93,65
Option (Right to Buy)	\$ 20.66	12/28/2009		D ⁽²⁾			110,663	⁽²⁾	⁽²⁾	Common Stock	110,6
Option (Right to Buy)	\$ 20.66	12/28/2009		A ⁽²⁾		110,663		⁽³⁾	⁽²⁾	Common Stock	110,6
Option (Right to Buy)	\$ 2.59	12/28/1990		D ⁽²⁾			367,347	⁽²⁾	⁽²⁾	Common Stock	367,3
Option (Right to Buy)	\$ 2.59	12/28/2009		A ⁽²⁾		367,347		⁽³⁾	⁽²⁾	Common Stock	367,3

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Scruggs Samuel D 500 HUNTSMAN WAY SALT LAKE CITY, UT 84108	Exec VP, GC and Sec

Signatures

Sean H. Pettey, by Power of Attorney
12/30/2009

 **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) Shares automatically withheld upon vesting of restricted stock to satisfy tax withholding obligations.

(2) The reported transactions involved an amendment to the reporting person's outstanding options, pursuant to the reporting person's separation and release agreement, to extend the expiration date from six months following the date of separation from the registrant to the earlier of the expiration date of the applicable option or December 31, 2014, resulting in the deemed cancellation of the "old" options and the grant of replacement options. The options were originally granted on February 10, 2005, March 1, 2006, February 20, 2007 and March 2, 2009, and provided for vesting in three equal annual installments beginning February 16, 2006, March 1, 2007, February 20, 2008 and March 2, 2010, respectively.

(3) Pursuant to the reporting person's separation and release agreement, all 404,235 of the reporting person's unvested options vested on December 28, 2009.

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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