

Huntsman CORP
Form 4
February 18, 2005

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 *
Huntsman Peter R

(Last) (First) (Middle)

WATERWAY 1, 10003
WOODLOCH FOREST DRIVE

(Street)

THE WOODLANDS, TX 77380

(City) (State) (Zip)

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

Huntsman CORP [HUN]

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

02/16/2005

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)

President, CEO

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	02/16/2005		A	150,134 ⁽¹⁾	A \$ 0 150,134 ⁽¹⁾	D	
Common Stock	02/16/2005		A	212,709	A ⁽²⁾ 362,843	D	
Common Stock	02/16/2005		A	143,869,797 ⁽³⁾	A ⁽⁴⁾ 143,869,797 ⁽³⁾	I	By HMP Equity Trust ⁽³⁾
Common Stock	02/16/2005		S	14,093,410 ⁽³⁾	D \$ 23 129,776,387 ⁽³⁾	I	By HMP Equity Trust ⁽³⁾

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 23	02/16/2005		A		454,950		<u>(5)</u>	02/16/2015	Common Stock	454,950

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

02/16/2005

__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 restricted shares granted under the Huntsman Stock Incentive Plan are subject to vesting requirements based on the Reporting Person's remaining an employee of the Issuer. 33 1/3% of such shares vest on February 16, 2006, 2007 and 2008.

(2) These shares were acquired in a reorganization transaction in exchange for equity interests in certain other entities.

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 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.

(4) These shares were indirectly acquired in a reorganization transaction in exchange for equity interests in certain other entities.

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(5) These options granted under the Huntsman Stock Incentive Plan vest in three equal annual installments beginning on February 16, 2006.

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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