

Genton Andre C
 Form 4
 February 25, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Genton Andre C

(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)
 02/23/2010

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)
 Division President

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
							\$
Common Stock	02/23/2010		S		16,611	D	13.60
							(1)

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

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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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Option (Right to Buy)	\$ 13.5	02/23/2010			A	21,459	<u>(2)</u>	02/23/2020	Common Stock	21,459
Phantom Stock	<u>(3)</u>	02/23/2010			A	25,926	<u>(4)</u>	<u>(4)</u>	Common Stock	25,926

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Genton Andre C 500 HUNTSMAN WAY SALT LAKE CITY, UT 84108			Division President	

Signatures

/s/ Sean H. Pettey, by Power of Attorney 02/25/2010

**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) The price reported in Column 4 with respect to the shares sold on February 23, 2010 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.58 to 13.615 The Reporting Person has provided to the Issuer, and undertakes to provide to any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in Footnote (1) to this Form 4.
 - (2) These options granted under the Huntsman Stock Incentive Plan vest in three equal annual installments beginning February 23, 2011.
 - (3) Each share of phantom stock represents a right to receive one share of common stock or, at Huntsman Corporation's election, the cash value thereof.
 - (4) The shares of phantom stock become payable in three equal annual installments beginning February 23, 2011.

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.