MATLINPATTERSON GLOBAL OPPORTUNITIES PARTNERS BERMUDA LP
Form 4
September 24, 2009

# FORM 4

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

**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
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MATLINPATTERSON GLOBAL OPPORTUNITIES PARTNERS BERMUDA LP

(Last) (First) (Middle)

C/O MATLINPATTERSON GLOBAL ADVISERS, LLC, 520 MADISON AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/22/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
__X__ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

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 (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 | 09/22/2009 | | S[(1)] | | 761,780 | D | $ 9.5262 [(2)] | 2,426,407 | D | |
| Common Stock | 09/23/2009 | | S[(1)] | | 296,998 | D | $ 9.4936 [(3)] | 2,129,409 | D | |
| Common Stock | | | | | | | | 1,783,701 | I | By HMP Equity Trust [(4)] |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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) | | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| MATLINPATTERSON GLOBAL OPPORTUNITIES PARTNERS BERMUDA LP<br>C/O MATLINPATTERSON GLOBAL ADVISERS, LLC<br>520 MADISON AVENUE<br>NEW YORK, NY 10022 | | X | | |

# Signatures

MATLINPATTERSON GLOBAL OPPORTUNITIES PARTNERS (Bermuda) L.P. BY: MATLINPATTERSON GLOBAL ADVISERS, LLC, ITS INVESTMENT ADVISOR, BY: /s/ ROBERT H. WEISS, GENERAL COUNSEL — 09/24/2009

**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)** Reflects a sale of shares held by the reporting person in an open market transactions. The reporting person contributed the shares to the HMP Equity Trust in 2005 and the trust returned the shares in September 2009. Prior to such return, the reporting person had an indirect beneficial ownership interest in the shares as a beneficiary of such trust.

**(2)** The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $9.4500 per share to $9.6750 per share. The Reporting Person undertakes to provide, upon request by the Commission staff, the Issuer, or any security holder of the Issuer, full information regarding the number of shares purchased at each separate price within the range set

forth in this footnote to this Form 4.

**(3)** The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $9.40 per share to $9.58 per share. The Reporting Persons undertakes to provide, upon request by the Commission staff, the Issuer, or any security holder of the Issuer, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote to this Form 4.

**(4)** The reporting person shares 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 its pecuniary interest therein, and the reporting of the shares held by HMP Equity Trust in Table I above by the reporting person shall not be deemed to be an admission of beneficial ownership of any such shares for purposes of Section 16 or for any other purpose.

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.