

Gerrard Ronald W
Form 4
May 11, 2011

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 *
Gerrard Ronald W

(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)

05/09/2011

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 below) ____ Other (specify below)

Sr. VP, EHS

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)
Common Stock	05/09/2011		M	(A) or (D) 50,000 (1)	\$ 2.59 96,622	D	
Common Stock	05/09/2011		M	(A) or (D) 2,959 (1)	\$ 7.72 99,581	D	
Common Stock	05/09/2011		S	(A) or (D) 99,581 (1)	\$ 20.6202 0 (2)	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)

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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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Option (Right to Buy)	\$ 2.59	05/09/2011		M ⁽¹⁾	50,000	⁽³⁾	03/02/2019	Common Stock 50,000
Option (Right to Buy)	\$ 7.72	05/09/2011		M ⁽¹⁾	2,959	⁽⁴⁾	09/02/2019	Common Stock 2,959

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gerrard Ronald W 500 HUNTSMAN WAY SALT LAKE CITY, UT 84108			Sr. VP, EHS	

Signatures

/s/ Sean H. Pettey, by Power of Attorney

05/11/2011

**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 option exercises and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by this reporting person March 23, 2011.

(2) The price reported in Column 4 with respect to the shares sold on May 09, 2011 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.45 to \$20.85 per share. 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 (2) to this Form 4.

(3) This option vested as to 25,000 shares on March 2, 2010, 25,000 shares on March 2, 2011 and will vest with respect to the remaining 25,000 shares on March 2, 2012.

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- (4) This option vested as to 2,959 shares on September 2, 2010 and will vest with respect to 2,958 shares on September 2, 2011 and 2,959 shares on September 2, 2012.

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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