

Rogers Robert Wade
Form 4
February 09, 2018

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 *
Rogers Robert Wade

(Last) (First) (Middle)

10003 WOODLOCH FOREST
DRIVE

(Street)

THE WOODLANDS 77380

(City) (State) (Zip)

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

Huntsman CORP [HUN]

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

02/07/2018

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 ____ Other (specify
below) below)

Sr. VP, Human Resources

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	02/07/2018		A ⁽¹⁾	1,920 A \$ 0	173,329	D	
Common Stock	02/07/2018		F ⁽²⁾	468 D \$ 0	172,861	D	
Common Stock	02/07/2018		A ⁽³⁾	6,408 A \$ 0	179,269	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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number.

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
Option (Right to Buy)	\$ 32.77	02/07/2018		A	10,241	<u>(4)</u> 02/07/2028	Common Stock	10,241

Reporting Owners

Reporting Owner Name / Address	Relationships
Rogers Robert Wade 10003 WOODLOCH FOREST DRIVE THE WOODLANDS 77380	Director 10% Owner Officer Other Sr. VP, Human Resources

Signatures

Rachel K. Muir, by Power of Attorney
02/09/2018

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).

- Represents the settlement of performance share units (PSUs) that were previously granted under Huntsman's stock incentive plans. The
- amount of shares to be received under the grant depended upon the achievement of performance goals during a three-year performance period from January 1, 2015 through December 31, 2017.
 - Shares automatically withheld upon payout of PSUs.
 - These shares of restricted stock granted under the Huntsman 2016 Stock Incentive Plan vest in three equal installments beginning February 7, 2019.
 - These options granted under the 2016 Huntsman Stock Incentive Plan vest in three equal annual installments beginning February 7, 2019.

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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