

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

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 8)**

Huntsman Corporation
(Name of Issuer)

Common Stock, \$0.01 par value per share
(Title of Class of Securities)

447011 10 7
(CUSIP Number)

Samuel D. Scruggs, 500 Huntsman Way, Salt Lake City, Utah 84108, (801) 584-5700
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 22, 2009
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
Huntsman Family Holdings Company LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)
00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
Utah

Number of
Shares
Beneficially

7. Sole Voting Power
- 0-

Owned by
Each
Reporting

8. Shared Voting Power
35,072,632

Person
With

9. Sole Dispositive Power
- 0-

10. Shared Dispositive Power
26,686,707

11. Aggregate Amount Beneficially Owned by Each Reporting Person
35,072,632

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)
14.8%

14. Type of Reporting Person (See Instructions)
00

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
Jon M. Huntsman

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)
00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
United States of America

Number of
Shares
Beneficially

7. Sole Voting Power
- 0-

Owned by
Each
Reporting

8. Shared Voting Power
56,877,532

Person
With

9. Sole Dispositive Power
- 0-

10. Shared Dispositive Power
48,491,607

11. Aggregate Amount Beneficially Owned by Each Reporting Person
56,877,532

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)
24.0%

14. Type of Reporting Person (See Instructions)
IN

1. Names of Reporting Persons.
 I.R.S. Identification Nos. of above persons (entities only).
 Peter R. Huntsman

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)
 (b)

3. SEC Use Only

4. Source of Funds (See Instructions)
 00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
 United States of America

Number of
 Shares
 Beneficially

7. Sole Voting Power
 2,602,753

Owned by
 Each
 Reporting

8. Shared Voting Power
 10,360,626

Person
 With

9. Sole Dispositive Power
 2,602,753

10. Shared Dispositive Power
 1,974,701

11. Aggregate Amount Beneficially Owned by Each Reporting Person
 12,963,379

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)
 5.5%

14. Type of Reporting Person (See Instructions)
 IN

1. Names of Reporting Persons.
 I.R.S. Identification Nos. of above persons (entities only).
 MatlinPatterson Global Opportunities Partners L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)
 (b)

3. SEC Use Only

4. Source of Funds (See Instructions)
 00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
 Delaware

Number of
 Shares
 Beneficially

7. Sole Voting Power
 - 0-

Owned by
 Each
 Reporting

8. Shared Voting Power
 1,783,701

Person
 With

9. Sole Dispositive Power
 - 0-

10. Shared Dispositive Power
 7,894,559

11. Aggregate Amount Beneficially Owned by Each Reporting Person
 7,894,559

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)
 3.3%

14. Type of Reporting Person (See Instructions)
 PN

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
MatlinPatterson Global Opportunities Partners B, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)
00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
Delaware

Number of
Shares
Beneficially

7. Sole Voting Power
- 0-

Owned by
Each
Reporting

8. Shared Voting Power
1,783,701

Person
With

9. Sole Dispositive Power
- 0-

10. Shared Dispositive Power
1,929,359

11. Aggregate Amount Beneficially Owned by Each Reporting Person
1,929,359

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)
less than 1%

14. Type of Reporting Person (See Instructions)
PN

1. Names of Reporting Persons.
 I.R.S. Identification Nos. of above persons (entities only).
 MatlinPatterson Global Opportunities Partners (Bermuda) L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)
 (b)

3. SEC Use Only

4. Source of Funds (See Instructions)
 00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
 Bermuda

Number of
 Shares
 Beneficially

7. Sole Voting Power
 - 0-

Owned by
 Each
 Reporting

8. Shared Voting Power
 1,783,701

Person
 With

9. Sole Dispositive Power
 - 0-

10. Shared Dispositive Power
 3,913,110

11. Aggregate Amount Beneficially Owned by Each Reporting Person
 3,913,110

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)
 1.6%

14. Type of Reporting Person (See Instructions)
 PN

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
MatlinPatterson Global Advisers LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)
00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
Delaware

Number of
Shares
Beneficially

7. Sole Voting Power
- 0-

Owned by
Each
Reporting

8. Shared Voting Power
1,783,701

Person
With

9. Sole Dispositive Power
- 0-

10. Shared Dispositive Power
10,169,626

11. Aggregate Amount Beneficially Owned by Each Reporting Person
10,169,626

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)
4.3%

14. Type of Reporting Person (See Instructions)
IA

1. Names of Reporting Persons.
 I.R.S. Identification Nos. of above persons (entities only).
 David J. Matlin

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)
 (b)

3. SEC Use Only

4. Source of Funds (See Instructions)
 00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
 United States of America

Number of
 Shares
 Beneficially

7. Sole Voting Power
 - 0-

Owned by
 Each
 Reporting

8. Shared Voting Power
 1,783,701

Person
 With

9. Sole Dispositive Power
 - 0-

10. Shared Dispositive Power
 10,169,626

11. Aggregate Amount Beneficially Owned by Each Reporting Person
 10,169,626

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)
 4.3%

14. Type of Reporting Person (See Instructions)
 IN

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
MatlinPatterson Asset Management LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)
00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
Delaware

Number of
Shares
Beneficially

7. Sole Voting Power
- 0-

Owned by
Each
Reporting

8. Shared Voting Power
1,783,701

Person
With

9. Sole Dispositive Power
- 0-

10. Shared Dispositive Power
10,169,626

11. Aggregate Amount Beneficially Owned by Each Reporting Person
10,169,626

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)
4.3%

14. Type of Reporting Person (See Instructions)
HC

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
MatlinPatterson Global Partners LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)
00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
Delaware

Number of
Shares
Beneficially

7. Sole Voting Power
- 0-

Owned by
Each
Reporting

8. Shared Voting Power
1,783,701

Person
With

9. Sole Dispositive Power
- 0-

10. Shared Dispositive Power
10,169,626

11. Aggregate Amount Beneficially Owned by Each Reporting Person
10,169,626

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)
4.3%

14. Type of Reporting Person (See Instructions)
HC

1. Names of Reporting Persons.
 I.R.S. Identification Nos. of above persons (entities only).
 Mark R. Patterson

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)
 (b)

3. SEC Use Only

4. Source of Funds (See Instructions)
 00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
 United States of America

Number of
 Shares
 Beneficially

7. Sole Voting Power
 - 0-

Owned by
 Each
 Reporting

8. Shared Voting Power
 1,783,701

Person
 With

9. Sole Dispositive Power
 - 0-

10. Shared Dispositive Power
 10,169,626

11. Aggregate Amount Beneficially Owned by Each Reporting Person
 10,169,626

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)
 4.3%

14. Type of Reporting Person (See Instructions)
 IN

1. Names of Reporting Persons.
 I.R.S. Identification Nos. of above persons (entities only).
 MatlinPatterson LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)
 (b)

3. SEC Use Only

4. Source of Funds (See Instructions)
 00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
 Delaware

Number of
 Shares
 Beneficially

7. Sole Voting Power
 - 0-

Owned by
 Each
 Reporting

8. Shared Voting Power
 1,783,701

Person
 With

9. Sole Dispositive Power
 - 0-

10. Shared Dispositive Power
 10,169,626

11. Aggregate Amount Beneficially Owned by Each Reporting Person
 10,169,626

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)
 4.3%

14. Type of Reporting Person (See Instructions)
 HC

EXPLANATORY NOTE

This Statement on Schedule 13D, as amended as of the date hereof (this "Statement"), is being jointly filed by each of the following persons pursuant to Rule 13d-1(k) promulgated by the Securities and Exchange Commission (the "Commission") pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"): (i) HMP Equity Trust, a Delaware statutory trust ("HMP Trust"), (ii) Huntsman Family Holdings Company LLC, a Utah limited liability company ("Huntsman Family Holdings"), (iii) Jon M. Huntsman ("J. Huntsman"), (iv) Peter R. Huntsman ("P. Huntsman"), (v) David J. Matlin ("Matlin"), (vi) Christopher R. Pechock ("Pechock"), (vii) MatlinPatterson Global Opportunities Partners L.P., a Delaware limited partnership ("Matlin Partners (Delaware)"), (viii) MatlinPatterson Global Opportunities Partners B, L.P., a Delaware limited partnership (the "Opt-Out Fund"), (ix) MatlinPatterson Global Opportunities Partners (Bermuda) L.P., an exempt limited partnership organized under the laws of Bermuda ("Matlin Partners (Bermuda)" and together with Matlin Partners (Delaware) and Opt-Out Fund, the "Matlin Partnerships"), (x) MatlinPatterson Global Advisers LLC, a Delaware limited liability company, by virtue of its investment authority over securities held by the Matlin Partnerships ("Matlin Advisers"), (xi) MatlinPatterson Global Partners LLC, a Delaware limited liability company, as general partner of the Matlin Partnerships ("Matlin Global Partners"), (xii) MatlinPatterson Asset Management LLC, a Delaware limited liability company, as the holder of all of the membership interests in Matlin Global Partners and Matlin Advisers ("Matlin Asset Management"), (xiv) MatlinPatterson LLC, a Delaware limited liability company, as the holder of all of the membership interests in Matlin Asset Management ("MatlinPatterson") and (xv) Mark R. Patterson and Matlin, each as a holder of 50% of the membership interests in MatlinPatterson. Matlin, Pechock, the Matlin Partnerships, Matlin Advisers, Matlin Global Partners, Matlin Asset Management, MatlinPatterson and Mark R. Patterson are collectively referred to as the "Matlin Parties." The foregoing entities and persons are collectively referred to as the "Reporting Persons." The administrative trustees of HMP Trust consist of J. Huntsman, P. Huntsman, Matlin and Pechock. All of the outstanding beneficial interests in HMP Trust are owned by Huntsman Family Holdings and the Matlin Partnerships.

Except as amended and supplemented hereby, the original Schedule 13D filed by the Reporting Persons on February 22, 2005, as amended by Amendment No. 1 to Schedule 13D filed by the Reporting Persons on March 9, 2005, as amended by Amendment No. 2 to Schedule 13D filed by the Reporting Persons on July 13, 2007, as amended by Amendment No. 3 to Schedule 13D filed by the Reporting Persons on August 6, 2007, as amended by Amendment No. 4 to Schedule 13D filed by the Reporting Persons on August 29, 2008, as amended by Amendment No. 5 to Schedule 13D filed by the Reporting Persons on September 8, 2008, as amended by Amendment No. 6 to Schedule 13D filed by the Reporting Persons on October 28, 2008 and Amendment No. 7 to Schedule 13D filed by the Reporting Persons on September 22, 2009 (collectively, the "Original Schedule 13D") remains in full force and effect and should be read together with this Statement. Unless otherwise indicated herein, all capitalized terms used herein shall have the meanings given to them in the Original Schedule 13D.

This statement is being filed to disclose that on September 22, 2009 and September 23, 2009, the Matlin Partnerships sold an aggregate of 3,000,000 and 1,169,618 Shares, respectively, into the open market. These open market sales were completed in accordance with Rule 144 under the Securities Act of 1933, as amended, and are referred to in this Statement as the "Matlin Sales."

Item 4. Purpose of Transaction.

Item 4 is hereby amended and supplemented as follows:

The ninth from the last paragraph of Item 4 is hereby amended and restated as follows:

The Distribution Voting Agreement gives Huntsman Family Holdings the right to vote all Shares beneficially owned by any of the Matlin Partnerships or their affiliates (the "MP Shares") in

accordance with Huntsman Family Holdings' discretion, except all MP Shares and all Shares beneficially owned by Huntsman Family Holdings (the "HF Shares") must be voted in substantially the same manner as specified in clauses (ii) through (iv) of the second paragraph of this Item 4. Under the Distribution Voting Agreement, the Matlin Partnerships appoint Huntsman Family Holdings and its designees as proxies to vote all MP Shares in a manner consistent with such voting provisions. Under the MP Proxies, each of J. Huntsman and P. Huntsman is specifically appointed as proxies to cast all votes entitled to be cast by any of the Matlin Partnerships with respect to the Shares owned or held by them in accordance with the Distribution Voting Agreement. The Distribution Voting Agreement further provides that, upon the failure of Huntsman Family Holdings to vote the MP Shares in accordance with the Distribution Voting Agreement, the Matlin Partnerships are granted an irrevocable proxy to vote the MP Shares and the HF Shares in accordance with the terms of the Distribution Voting Agreement. Under the terms of the Distribution Voting Agreement, if at any time the number of MP Shares represent less than 5% of the then total outstanding Shares, then all of the rights of the Matlin Partnerships to designate directors of the Company or that limit the ability of Huntsman Family Holdings to approve, or the manner in which Huntsman Family Holdings approves, any transaction or to vote the MP Shares or the HF Shares will terminate. In connection with the sales of MP Shares reported on this Statement, the MP Shares now represent less than 5% of the then total outstanding Shares, so all of the rights of the Matlin Partnerships to designate directors of the Company or that limit the ability of Huntsman Family Holdings to approve, or the manner in which Huntsman Family Holdings approves, any transaction or to vote the MP Shares or the HF Shares have terminated.

The third to the last paragraph of Item 4 is hereby amended and restated with the following two paragraphs:

On September 22, 2009, each of Matlin Partners (Delaware), Matlin Partners (Bermuda) and the Opt Out Fund sold 2,186,112, 761,780, and 52,108 Shares, respectively, into the open market at prices per ranging from \$9.4500 to \$9.6750, and at a weighted average price per share of \$9.5262. On September 23, 2009, each of Matlin Partners (Delaware), Matlin Partners (Bermuda) and the Opt Out Fund sold 852,305, 296,998, and 20,315 Shares, respectively, into the open market at prices per ranging from \$9.40 to \$9.58, and at a weighted average price per share of \$9.4936. These open market sales were completed in accordance with Rule 144 under the Securities Act of 1933, as amended.

Except as described in this Item 4, none of the Reporting Persons nor, to the best knowledge of such persons, any other person named in Schedule A to this Statement, has formulated any plans or proposals which relate to or would result in any matter required to be disclosed in response to paragraphs (a) through (j) of Item 4 of Schedule 13D. Notwithstanding the foregoing, the Matlin Parties currently intend to sell the remaining 8,385,925 Shares from the Trust Distribution they hold at prices they deem attractive from time to time, taking into consideration a variety of factors, including, but not limited to, the following: the Company's business and prospects, developments in the chemical industry, general economic conditions and stock market conditions. The Matlin Parties have no set deadline for completing such sales and they may suspend selling in any period in which they cannot sell at prices they deem attractive under the circumstances.

Item 5. Interests in Securities of the Issuer.

Item 5 is deleted in its entirety and restated as follows:

(a) HMP Trust is the direct owner of 1,783,701 Shares, less than 1% of the 237,308,742 Shares outstanding as of September 1, 2009. The 1,783,701 Shares represent the remainder of the Escrowed Corporation Interest (as such term is defined in the Trust Agreement). By virtue of the relationships described in Item 2 and Item 4 of this Statement, each of the other Reporting Persons may be deemed to share indirect beneficial ownership of all of the Shares owned by HMP Trust.

Following the Matlin Sales, Huntsman Family Holdings directly holds 24,903,006 Shares (or approximately 10.5% of our outstanding Shares) and the Matlin Partnerships directly hold 8,385,925 Shares (or approximately 3.5% of our outstanding Shares). Of the Shares directly held by the Matlin Partnerships, 6,110,858 Shares (or approximately 2.6% of our outstanding Shares) are held by Matlin Partners (Delaware), 145,658 Shares (less than 1% of our outstanding Shares) are held by the Opt-Out Fund, and 2,129,409 Shares (or less than 1% of our outstanding Shares) are held by Matlin Partners (Bermuda).

J. Huntsman may be deemed to be the beneficial owner of the 24,903,006 Shares held by Huntsman Family Holdings, by virtue of owning a significant portion of the membership interests of Huntsman Family Holdings which ownership may enable J. Huntsman to influence the actions taken by Huntsman Family Holdings and the composition of the management of Huntsman Family Holdings. In addition, J. Huntsman may be deemed to be the beneficial owner of (i) 22,900 Shares held by the Karen H. Huntsman Inheritance Trust, by virtue of being the spouse of the trustee of such trust and (ii) the 21,782,000 Shares which he contributed to The Jon and Karen Huntsman Foundation (the "Huntsman Foundation") on June 25, 2007, by virtue of having the right to appoint all trustees on the Board of Trustees of the Huntsman Foundation and the right to remove any such trustees with or without cause or for any reason. J. Huntsman expressly disclaims beneficial ownership of any shares held by Huntsman Family Holdings, the Karen H. Huntsman Inheritance Trust or the Huntsman Foundation.

P. Huntsman is the beneficial owner of an additional (i) 1,463,328 Shares, which includes 527,474 shares of restricted Common Stock and (ii) 1,139,425 shares of Common Stock subject to stock options exercisable within 60 days. Furthermore, P. Huntsman may be deemed to be the beneficial owner of an additional 191,000 Shares held by his spouse as a custodian under the Uniform Gifts to Minors Act for the benefit of their children. P. Huntsman expressly disclaims beneficial ownership of any Shares held by his spouse for the benefit of their children.

Matlin Global Partners serves as General Partner of each of the Matlin Partnerships. By reason of such relationships, Matlin Global Partners may be deemed to beneficially own the shares owned by the Matlin Partnerships. Matlin Advisers serves as investment advisor to the Matlin Partnerships. By reason of such relationships, Matlin Advisers may be deemed to beneficially own the shares owned by the Matlin Partnerships. Matlin Asset Management is the holder of all of the membership interests in Matlin Global Partners and Matlin Advisers. By reason of such relationships, Matlin Asset Management may be deemed to beneficially own the shares owned by the Matlin Partnerships. MatlinPatterson is the holder of all of the membership interests in Matlin Asset Management. By reason of such relationship, MatlinPatterson may be deemed to beneficially own the shares owned by the Matlin Partnerships. Mark R. Patterson and Matlin are the holders of all of the membership interests in MatlinPatterson. By reason of such relationships, each of Mark R. Patterson and Matlin may be deemed to share voting and dispositive power over the shares owned by the Matlin Partnerships.

Due to the voting provisions in the Distribution Voting Agreement (described in Item 4 of this Statement) each of J. Huntsman, P. Huntsman and Huntsman Family Holdings may be deemed to beneficially own the 8,385,925 Shares held by the Matlin Partnerships. Huntsman Family Holdings, J. Huntsman and P. Huntsman each disclaim beneficial ownership of all of the Shares that are held or beneficially owned by any of the Matlin Parties. The filing of this Statement shall not be construed as an admission by any of the Reporting Persons that it is, for purposes of Section 13(d) of the Exchange Act, the beneficial owner of Shares owned by, or held for the benefit of, other parties.

(b) HMP Trust, J. Huntsman, P. Huntsman, Matlin and Pechock share voting power with respect to the 1,783,701 Shares held by HMP Trust, which Shares represent less than 1% of the outstanding Shares as of September 1, 2009. By virtue of the relationships described in Item 2 and Item 4 of this

Statement, Huntsman Family Holdings and the Matlin Partnerships may also be deemed to share voting power with respect to the Shares held by HMP Trust. In addition, during the time that such Shares remain in HMP Trust, all of the Reporting Persons may share dispositive power with respect to such Shares.

Huntsman Family Holdings has shared voting and dispositive power with respect to the 24,903,006 Shares (approximately 10.5% of our outstanding Shares) held by it following the Trust Distribution. Matlin Partners (Delaware) has shared voting and dispositive power with respect to the 6,110,858 Shares (approximately 2.6% of our outstanding Shares) held by it following the Trust Distribution. The Opt-Out Fund has shared voting and dispositive power with respect to the 145,658 Shares (less than 1% of our outstanding Shares) held by it following the Trust Distribution. Matlin Partners (Bermuda) has shared voting and dispositive power with respect to the 2,129,409 Shares (less than 1% of our outstanding Shares) held by it following the Trust Distribution.

In addition to the shared voting power that J. Huntsman holds and the shared dispositive power that J. Huntsman may hold with respect to the 1,783,701 Shares held by HMP Trust, J. Huntsman may be deemed to have shared voting and dispositive power with respect to an additional (i) 24,903,006 Shares (approximately 10.5% of our outstanding Shares) held by Huntsman Family Holdings, by virtue of owning a significant portion of the membership interests of Huntsman Family Holdings which ownership may enable J. Huntsman to influence the actions taken by Huntsman Family Holdings and the composition of the management of Huntsman Family Holdings, (ii) 22,900 Shares (less than 1% of our outstanding Shares) held by the Karen H. Huntsman Inheritance Trust, by virtue of being the spouse of the trustee of such trust and (iii) 21,782,000 Shares (9.2% of our outstanding Shares) which he contributed to the Huntsman Foundation on June 25, 2007, by virtue of having the right to appoint all trustees on the Board of Trustees of the Huntsman Foundation and the right to remove any such trustees with or without cause or for any reason. J. Huntsman expressly disclaims beneficial ownership of any shares held by Huntsman Family Holdings, the Karen H. Huntsman Inheritance Trust or the Huntsman Foundation. In addition to the shared voting power that P. Huntsman holds and the shared dispositive power that P. Huntsman may hold with respect to the 1,783,701 Shares held by HMP Trust, P. Huntsman has sole voting and dispositive power with respect to an additional (i) 1,463,328 Shares (less than 1% of our outstanding Shares), which includes 527,474 Shares of restricted Common Stock (less than 1% of our outstanding Shares) and (ii) 1,139,425 shares of Common Stock subject to stock options exercisable within 60 days (less than 1% of our outstanding Shares). P. Huntsman may also be deemed to have shared voting and dispositive power with respect to an additional 191,000 Shares (less than 1% of our outstanding Shares) held by his spouse as a custodian under the Uniform Gifts to Minors Act for the benefit of their children. P. Huntsman expressly disclaims beneficial ownership of any Shares held by his spouse for the benefit of their children.

In addition to the foregoing, due to the voting provisions in the Distribution Voting Agreement (described in Item 4 of this Statement) each of J. Huntsman, P. Huntsman and Huntsman Family Holdings may be deemed to have shared voting power with respect to the 8,385,925 Shares (approximately 3.5% of our outstanding Shares) held by the Matlin Partnerships. Huntsman Family Holdings, J. Huntsman and P. Huntsman each disclaim beneficial ownership of all of the Shares that are held or beneficially owned by any of the Matlin Parties.

(c) Except for the transactions reported in this Statement and in Amendment No. 7 to Schedule 13D filed by the Reporting Persons on September 22, 2009, the Reporting Persons did not engage in any transactions with respect to the Shares within the last 60 days.

(d) Not applicable.

(e) Not applicable.

Item 7. Material to be Filed as Exhibits

Item 7 is deleted in its entirety and restated as follows:

- Exhibit 1(*) Joint Filing Agreement dated as of February 22, 2005 by and among HMP Equity Trust, Huntsman Family Holdings Company LLC, Jon M. Huntsman, Peter R. Huntsman, David J. Matlin, Christopher R. Pechock, MatlinPatterson Global Opportunities Partners L.P., MatlinPatterson Global Opportunities Partners B, L.P., MatlinPatterson Global Opportunities Partners (Bermuda) L.P., MatlinPatterson Global Advisers LLC, MatlinPatterson LLC, MatlinPatterson Asset Management LLC, Mark R. Patterson and MatlinPatterson Global Partners LLC (filed with the initial filing of this Statement on February 22, 2005).
- Exhibit 2(*) HMP Equity Trust Amended and Restated Trust Agreement, dated as of February 10, 2005, by and among HMP Equity Trust, Huntsman Family Holdings Company LLC, Jon M. Huntsman, Peter R. Huntsman, David J. Matlin, Christopher R. Pechock, Deutsche Bank Trust Company (solely as Delaware trustee), MatlinPatterson Global Opportunities Partners L.P., MatlinPatterson Global Opportunities Partners B, L.P., MatlinPatterson Global Opportunities Partners (Bermuda) L.P. and MatlinPatterson Global Advisers LLC (filed with the initial filing of this Statement on February 22, 2005).
- Exhibit 3(*) Registration Rights Agreement, dated as of February 10, 2005, by and among Huntsman Corporation, Huntsman Family Holdings Company LLC, MatlinPatterson Global Opportunities Partners L.P., MatlinPatterson Global Opportunities Partners B, L.P., MatlinPatterson Global Opportunities Partners (Bermuda) L.P., Consolidated Press (Finance) Limited and the other stockholders of Huntsman Corporation named therein (incorporated by reference to Exhibit 10.1 to the current report on Form 8-K of Huntsman Corporation filed on February 16, 2005).
- Exhibit 4(*) Form of Restricted Stock Agreement between P. Huntsman and Huntsman Corporation, effective for grants prior to February 6, 2008 (incorporated by reference to Exhibit 10.21 to Amendment No. 4 to the Registration Statement on Form S-1 of Huntman Corporation (333-120749)) and Form of Restricted Stock Agreement between P. Huntsman and Huntsman Corporation, effective for grants on or after February 6, 2008 (incorporated by reference to Exhibit 10.37 to the annual report on Form 10-K of Huntsman Corporation filed on February 22, 2008).
- Exhibit 24.1(*) Power of Attorney for HMP Equity Trust (filed with Amendment No. 1 to this Statement on March 9, 2005).
- Exhibit 24.2(*) Power of Attorney for Huntsman Family Holdings Company LLC (filed with Amendment No. 1 to this Statement on March 9, 2005).
- Exhibit 24.3(*) Power of Attorney for Jon M. Huntsman (filed with Amendment No. 1 to this Statement on March 9, 2005).
- Exhibit 24.4(*) Power of Attorney for Peter R. Huntsman (filed with Amendment No. 1 to this Statement on March 9, 2005).
- Exhibit 24.5 Power of Attorney for Jon M. Huntsman.
- Exhibit 24.6 Power of Attorney for Peter R. Huntsman.
- Exhibit 24.7 Power of Attorney for David J. Matlin.

Exhibit 24.8 Power of Attorney for Mark R. Patterson.

Exhibit 24.9 Power of Attorney for MatlinPatterson LLC.

(*) Previously filed as an exhibit to this Statement.

Signatures

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Huntsman Family Holdings Company LLC

By: * _____

* _____

Jon M. Huntsman

* _____

Peter R. Huntsman

David J. Matlin

By: /s/ ROBERT H. WEISS _____

Name: Robert H. Weiss, as attorney-in-fact

MatlinPatterson Global Opportunities Partners L.P.

By: MatlinPatterson Global Advisers LLC, its
investment adviser

By: /s/ ROBERT H. WEISS _____

Name: Robert H. Weiss

Title: General Counsel

*By: /s/ Ronald G. Moffit _____

Ronald G. Moffit
Attorney-in-fact

MatlinPatterson Global Opportunities
Partners B, L.P.

By: MatlinPatterson Global Advisers LLC,
its investment advisor

By: /s/ ROBERT H. WEISS

Name: Robert H. Weiss
Title: General Counsel

MatlinPatterson Global Opportunities
Partners (Bermuda) L.P.

By: MatlinPatterson Global Advisers LLC,
as investment advisor

By: /s/ ROBERT H. WEISS

Name: Robert H. Weiss
Title: General Counsel

MatlinPatterson Global Advisers LLC

By: /s/ ROBERT H. WEISS

Name: Robert H. Weiss
Title: General Counsel

MatlinPatterson Asset Management LLC

By: MatlinPatterson LLC, as sole
Member

By: /s/ ROBERT H. WEISS

Name: Robert H. Weiss, as attorney-in-fact
for David Matlin and Mark Patterson
as the Members

MatlinPatterson Global Partners LLC

By: /s/ ROBERT H. WEISS

Name: Robert H. Weiss
Title: General Counsel

MatlinPatterson LLC

By: /s/ ROBERT H. WEISS

Name: Robert H. Weiss, as attorney-in-fact
for David Matlin and Mark Patterson
as the Members

Mark R. Patterson

By: /s/ ROBERT H. WEISS

Name: Robert H. Weiss, as attorney-in-fact

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[EXPLANATORY NOTE](#)

[Item 4. Purpose of Transaction.](#)

[Item 5. Interests in Securities of the Issuer.](#)

[Item 7. Material to be Filed as Exhibits](#)

[Signatures](#)

POWER OF ATTORNEY

For Executing Schedule 13D

Know all by these presents, that the undersigned hereby constitutes and appoints Ronald G. Moffit, his true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned Schedule 13D (including any amendments thereto) which may be required to be filed in accordance with Section 13 of the Securities Exchange Act of 1934 and the rules thereunder as a result of the undersigned's ownership of or transactions in securities of Huntsman Corporation;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Schedule 13D and the timely filing of such form with the United States Securities and Exchange Commission and any other authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his or her discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 13 of the Securities Exchange Act of 1934.

Photographic copies of this Power of Attorney shall have the same force and effect as the original.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 23rd day of September, 2009.

/s/ JON M. HUNTSMAN

Jon M. Huntsman

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[POWER OF ATTORNEY For Executing Schedule 13D](#)

POWER OF ATTORNEY

For Executing Schedule 13D

Know all by these presents, that the undersigned hereby constitutes and appoints Ronald G. Moffit, his true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned Schedule 13D (including any amendments thereto) which may be required to be filed in accordance with Section 13 of the Securities Exchange Act of 1934 and the rules thereunder as a result of the undersigned's ownership of or transactions in securities of Huntsman Corporation;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Schedule 13D and the timely filing of such form with the United States Securities and Exchange Commission and any other authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his or her discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 13 of the Securities Exchange Act of 1934.

Photographic copies of this Power of Attorney shall have the same force and effect as the original.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 23rd day of September, 2009.

HMP EQUITY TRUST

By: /s/ PETER R. HUNTSMAN
Name: Peter R. Huntsman
Title: Administrative Trustee

HUNTSMAN FAMILY HOLDINGS COMPANY LLC

By: /s/ PETER R. HUNTSMAN
Name: Peter R. Huntsman
Title: Manager

/s/ PETER R. HUNTSMAN
Peter R. Huntsman

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[POWER OF ATTORNEY For Executing Schedule 13D](#)

POWER OF ATTORNEY
For Executing Forms 3, 4 and 5, Form 144 and Schedules 13D and 13G

Know all by these presents, that the undersigned hereby constitutes and appoints Robert Weiss and Lawrence Teitelbaum, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned (a) Forms 3, 4 and 5 (including amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder, (b) Form 144 and (c) Schedules 13D and 13G (including amendments thereto) in accordance with Sections 13(d) and 13(g) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4 or 5, Form 144 or Schedule 13D or 13G (including amendments thereto) and timely file such Forms or Schedules with the Securities and Exchange Commission and any stock exchange, self-regulatory association or any other authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of each such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to each attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the attorney-in-fact, or the attorney-in-facts substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, and their substitutes, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934. The undersigned agrees that each such attorney-in-fact may rely entirely on information furnished orally or in writing by the undersigned to the attorney-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5, Form 144 and Schedules 13D and 13G (including amendments thereto) with respect to the undersigned's holdings of and transactions in securities issued by Huntsman Corporation, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney does not revoke any other power of attorney that the undersigned has previously granted.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

By: /s/ DAVID J. MATLIN

Name: David J. Matlin

Date: September 22, 2009

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[POWER OF ATTORNEY For Executing Forms 3, 4 and 5, Form 144 and Schedules 13D and 13G](#)

POWER OF ATTORNEY
For Executing Forms 3, 4 and 5, Form 144 and Schedules 13D and 13G

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- (1) execute for and on behalf of the undersigned (a) Forms 3, 4 and 5 (including amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder, (b) Form 144 and (c) Schedules 13D and 13G (including amendments thereto) in accordance with Sections 13(d) and 13(g) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4 or 5, Form 144 or Schedule 13D or 13G (including amendments thereto) and timely file such Forms or Schedules with the Securities and Exchange Commission and any stock exchange, self-regulatory association or any other authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of each such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to each attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the attorney-in-fact, or the attorney-in-facts substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, and their substitutes, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934. The undersigned agrees that each such attorney-in-fact may rely entirely on information furnished orally or in writing by the undersigned to the attorney-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5, Form 144 and Schedules 13D and 13G (including amendments thereto) with respect to the undersigned's holdings of and transactions in securities issued by Huntsman Corporation, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney does not revoke any other power of attorney that the undersigned has previously granted.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

By: /s/ MARK R. PATTERSON

Name: Mark R. Patterson

Date: September 22, 2009

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[POWER OF ATTORNEY For Executing Forms 3, 4 and 5, Form 144 and Schedules 13D and 13G](#)

POWER OF ATTORNEY
For Executing Forms 3, 4 and 5, Form 144 and Schedules 13D and 13G

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- (1) execute for and on behalf of the undersigned (a) Forms 3, 4 and 5 (including amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder, (b) Form 144 and (c) Schedules 13D and 13G (including amendments thereto) in accordance with Sections 13(d) and 13(g) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4 or 5, Form 144 or Schedule 13D or 13G (including amendments thereto) and timely file such Forms or Schedules with the Securities and Exchange Commission and any stock exchange, self-regulatory association or any other authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of each such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to each attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the attorney-in-fact, or the attorney-in-facts substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, and their substitutes, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934. The undersigned agrees that each such attorney-in-fact may rely entirely on information furnished orally or in writing by the undersigned to the attorney-in-fact.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

MATLINPATTERSON LLC

Date: September 22, 2009

By: /s/ DAVID J. MATLIN

By: David J. Matlin, its Member

Date: September 22, 2009

By: /s/ MARK R. PATTERSON

By: Mark R. Patterson, its Member

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