

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person Apollo Management Holdings, L.P.  (Last) (First) (Middle) 1 MANHATTANVILLE ROAD #201,  (Street)  PURCHASE, NY 10577  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/25/2009	3. Issuer Name and Ticker or Trading Symbol Huntsman CORP [HUN]		
		4. Relationship of Reporting Person(s) to Issuer  (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed (Month/Day/Year)	
			6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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.**

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
7 % Convertible Senior Notes Due 2018	(1)	10/23/2018	Common Stock	31,818,750	\$ (2)	I	See Exhibit 99.1 (3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Apollo Management Holdings, L.P. 1 MANHATTANVILLE ROAD #201 PURCHASE, NY 10577		X		
Apollo Management Holdings GP, LLC 9 W. 57TH STREET 43RD FLOOR NEW YORK, NY 10019		X		

## Signatures

See signatures attached as Exhibit 99.2		10/26/2009
**Signature of Reporting Person		Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Immediately exercisable
- (2) See Exhibit 99.1
- (3) See Exhibit 99.1

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.

The amount reported includes an aggregate of 31,818,750 shares of common stock (the "Common Stock") of Huntsman Corporation (the "Issuer"), issuable upon conversion of an aggregate of \$250,000,000 of the Issuer's 7% convertible Senior Notes due 2018 (the "Notes"), which are held of record by the following Filing Persons and in the following amounts (including by the number of shares of Common Stock into which the face amounts are convertible): (i) Apollo Investment Fund VI, L.P., a Delaware limited partnership ("AIF VI"), \$131,070,495 (16,681,997 shares); (ii) Apollo Overseas Partners (Delaware 892) VI, L.P., a Delaware limited partnership ("Overseas 892"), \$36,645,625 (4,664,072 shares); (iii) Apollo Overseas Partners VI, L.P., a Cayman Islands exempted limited partnership ("Overseas VI"), \$35,766,558 (4,552,189 shares); (iv) Apollo Overseas Partners (Delaware) VI, L.P., a Delaware limited partnership ("Overseas Delaware"), \$14,814,264 (1,885,485 shares); (v) Apollo Overseas Partners (Germany) VI, L.P., a Cayman Islands exempted limited partnership ("Overseas Germany," and together with AIF VI, Overseas 892, Overseas VI and Overseas Delaware, the "Apollo VI Funds"), \$453,058 (57,663 shares); AAA Guarantor - Co-Invest VI, L.P., a Guernsey limited partnership ("Co-Invest VI"), \$31,250,000 (3,977,344 shares) (the foregoing entities collectively, the "Record Holders"). The Notes are convertible at any time at the holder's option at an initial conversion rate of 127.275 shares of the Common Stock, per \$1,000 principal amount of Notes converted, which is equal to a conversion price of approximately \$7.857 per share, subject to specified anti-dilution adjustments. Interest is payable either in cash or, at the Issuer's option, in shares of Common Stock having a market value at that time equal to the interest payment. Capitalized terms used but not defined have the meaning provided in Exhibit 99.2.

Management VI is the manager of each of the Apollo VI Funds. AIF VI Management is the general partner of Management VI. Apollo Management is the sole member and manager of AIF VI Management, and Management GP is the general partner of Apollo Management. Advisors VI is the general partner or managing general partner of each of the Apollo VI Funds. ACM VI is the general partner of Advisor VI. Principal I is the sole member and manager of ACM VI, and Holdings I is the general partner of Principal I. AAA MIP is the general partner of Co-Invest VI. Alternative Assets is the investment manager and day-to-day operations manager of AAA MIP. Intl Management is the managing general partner of Alternative Assets, and International GP is the general partner of Intl Management. Management Holdings is the sole member and manager of International GP and of Management GP. Management Holdings GP is the general partner of Management Holdings. Messrs. Joshua J. Harris, Leon D. Black and Marc Rowan act as executive officers and managers of Holdings I and Management Holdings GP. Each of the Filing Persons and Messrs. Harris, Black, and Rowan disclaims beneficial ownership of the shares of Common Stock included in the amount reported herein, except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose. The business address of each of Messrs. Harris, Black and Rowan is c/o Apollo Management, L.P., 9 West 57th Street, New York, New York 10019.

This Statement on Form 3 is filed by (i) AIF VI; (ii) Overseas 892; (iii) Overseas VI; (iv) Overseas Delaware; (v) Overseas Germany; (vi) Apollo Advisors VI, L.P., a Delaware limited partnership ("Advisors VI"); (vii) Apollo Capital Management VI, LLC, a Delaware limited liability company ("ACM VI"); (viii) Apollo Principal Holdings I, L.P., a Delaware limited partnership ("Principal I"); (ix) Apollo Principal Holdings I GP, LLC, a Delaware limited liability company ("Holdings I"); (x) Apollo Management VI, L.P., a Delaware limited partnership ("Management VI"); (xi) AIF VI Management, LLC, a Delaware limited liability company ("AIF VI Management"); (xii) Apollo Management, L.P., a Delaware limited partnership ("Apollo Management"); (xiii) Apollo Management GP, LLC, a Delaware limited partnership ("Management GP"); (xiv) Co-Invest VI; (xv) AAA MIP Limited, a Guernsey company ("AAA MIP"); (xvi) Apollo Alternative Assets, L.P., a Cayman Islands exempted limited partnership ("Alternative Assets"); (xvii) Apollo International Management, L.P., a Delaware limited partnership ("Intl Management"); (xviii) Apollo International Management GP, LLC, a Delaware limited liability company ("International GP"); (xix) Apollo Management Holdings, L.P., a Delaware limited partnership ("Management Holdings") and (xx) Apollo Management Holdings GP, LLC, a Delaware limited liability company ("Management Holdings GP") (each a "Filing Person," and collectively, the "Filing Persons").

The principal address of each of the Filing Persons other than Co-Invest VI and AAA MIP is One Manhattanville Road, Suite 201, Purchase, New York 10577. The principal address of each of Co-Invest VI and AAA MIP is Trafalgar Court, Les Banques, GY1 3QL, St. Peter Port, Guernsey, Channel Islands.

Name of Designated Filer: Apollo Management Holdings, L.P.  
 Date of Event Requiring Statement: October 25, 2009  
 Issuer Name and Ticker or Trading Symbol: Huntsman Corporation (HUN)

APOLLO INVESTMENT FUND VI, L.P.

By: Apollo Advisors VI, L.P.,  
 its general partner

By: Apollo Capital Management VI, LLC,  
 its general partner

By:/s/ Laurie D. Medley

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 Name: Laurie D. Medley  
 Title: Vice President

APOLLO OVERSEAS PARTNERS VI, L.P.

By: Apollo Advisors VI, L.P.,  
 its managing general partner

By: Apollo Capital Management VI, LLC,  
 its general partner

By:/s/ Laurie D. Medley

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 Name: Laurie D. Medley  
 Title: Vice President

APOLLO OVERSEAS PARTNERS (DELAWARE)VI, L.P.

By: Apollo Advisors VI, L.P.,  
 its general partner

By: Apollo Capital Management VI, LLC,  
 its general partner

By:/s/ Laurie D. Medley

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 Name: Laurie D. Medley  
 Title: Vice President

APOLLO OVERSEAS PARTNERS (DELAWARE 892) VI, L.P.

By: Apollo Advisors VI, L.P.,  
 its general partner

By: Apollo Capital Management VI, LLC,  
 its general partner

By:/s/ Laurie D. Medley

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 Name: Laurie D. Medley  
 Title: Vice President

APOLLO OVERSEAS PARTNERS (GERMANY) VI, L.P.

By: Apollo Advisors VI, L.P.,  
its managing general partner

By: Apollo Capital Management VI, LLC,  
its general partner

By:/s/ Laurie D. Medley  
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Name: Laurie D. Medley  
Title: Vice President

APOLLO ADVISORS VI, L.P.

By: Apollo Capital Management VI, LLC,  
its general partner

By:/s/ Laurie D. Medley  
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Name: Laurie D. Medley  
Title: Vice President

APOLLO CAPITAL MANAGEMENT VI, LLC

By:/s/ Laurie D. Medley  
-----  
Name: Laurie D. Medley  
Title: Vice President

APOLLO PRINCIPAL HOLDINGS I, L.P.

By: Apollo Principal Holdings I GP, LLC,  
its general partner

By:/s/ John J. Suydam  
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Name: John J. Suydam  
Title: Vice President

APOLLO PRINCIPAL HOLDINGS I GP, LLC

By:/s/ John J. Suydam  
-----  
Name: John J. Suydam  
Title: Vice President

APOLLO MANAGEMENT VI, L.P.

By: AIF VI Management, LLC  
Its General Partner

By:/s/ Laurie D. Medley  
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Name: Laurie D. Medley  
Title: Vice President

AIF VI MANAGEMENT, LLC

By:/s/ Laurie D. Medley  
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Name: Laurie D. Medley  
Title: Vice President

APOLLO MANAGEMENT, L.P.

By: Apollo Management GP, LLC  
Its General Partner

By:/s/ Laurie D. Medley  
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Name: Laurie D. Medley  
Title: Vice President

APOLLO MANAGEMENT GP, LLC

By:/s/ Laurie D. Medley  
-----  
Name: Laurie D. Medley  
Title: Vice President

AAA GUARANTOR - CO-INVEST VI, L.P.

By: AAA MIP Limited,  
its general partner

By: Apollo Alternative Assets, L.P.,  
its investment manager

By: Apollo International Management, L.P.,  
its managing general partner

By: Apollo International Management  
GP, LLC, its general partner

By:/s/ Laurie D. Medley

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Name: Laurie D. Medley  
Title: Vice President

AAA MIP LIMITED

By: Apollo Alternative Assets, L.P.,  
its investment manager

By: Apollo International Management, L.P.,  
its managing general partner

By: Apollo International Management  
GP, LLC, its general partner

By:/s/ Laurie D. Medley

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Name: Laurie D. Medley  
Title: Vice President

APOLLO ALTERNATIVE ASSETS, L.P.

By: Apollo International Management, L.P.,  
its managing general partner

By: Apollo International Management GP, LLC,  
its general partner

By:/s/ Laurie D. Medley

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Name: Laurie D. Medley  
Title: Vice President

APOLLO INTERNATIONAL MANAGEMENT, L.P.

By: Apollo International Management GP, LLC  
its general partner

By:/s/ Laurie D. Medley

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Name: Laurie D. Medley  
Title: Vice President

APOLLO INTERNATIONAL MANAGEMENT GP, LLC

By:/s/ Laurie D. Medley

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Name: Laurie D. Medley  
Title: Vice President

APOLLO MANAGEMENT HOLDINGS, L.P.

By: Apollo Management Holdings GP, LLC  
its general partner

By:/s/ John J. Suydam

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Name: John J. Suydam  
Title: Vice President

APOLLO MANAGEMENT HOLDINGS GP, LLC

By:/s/ John J. Suydam

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Name: John J. Suydam  
Title: Vice President