

FORM 4

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

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).

STATEMENT OF CHANGES IN 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.		2. Issuer Name and Ticker or Trading Symbol Huntsman CORP [HUN]		5. 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)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/11/2010		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
1 MANHATTANVILLE ROAD #201, PURCHASE, NY 10577			4. If Amendment, Date Original Filed (Month/Day/Year)		
(City)	(State)	(Zip)	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			

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
7% Convertible Senior Notes Due 2018	(1)	01/11/2010		S		250,000,000 (2)	(3)	12/23/2018	Common Stock	31,818,750 (4)		0	I	See Footnote (5)

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

/s/ See signatures attached as Ex. 99.2	01/12/2010
**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) See Exhibit 99.1
- (2) See Exhibit 99.1
- (3) Immediately exercisable
- (4) See Exhibit 99.1
- (5) 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.

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The Filing Persons (as defined below) previously reported holdings with respect to an aggregate of 31,818,750 shares of common stock (the "Common Stock") of Huntsman Corporation (the "Issuer") as to which \$250,000,000 of its 7% convertible Senior Notes due 2018 (the "Notes") were convertible, and which were then 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"), \$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 "Apollo Partnerships").

On January 11, 2010, the Apollo Partnerships sold all of the Notes held by them to the Issuer in a private transaction, for an aggregate sale price of \$382,311,111.13, broken down as follows: AIF VI, \$200,438,825.75; Overseas 892, \$56,040,118.40; Overseas VI, \$54,695,810.07; Overseas Delaware, \$22,654,631.34; Overseas Germany, \$5692,836.68; Co-Invest VI, \$47,788,888.89. Each of the Filing Persons referred to below and not defined are as defined in Exhibit 99.2.

Management VI is the manager of each of the Apollo VI Funds, and is principally engaged in the business of serving as the manager or managing member of the Apollo VI Funds and other Apollo investment funds. AIF VI Management is the general partner of Management VI and is principally engaged in the business of serving as such. Apollo Management is the sole member and manager of AIF VI Management, and is principally engaged in the business of serving as the member and manager or the general partner of AIF VI Management and other Apollo management entities. Management GP is the general partner of Apollo Management and is principally engaged in the business of serving as such. Advisors VI is the general partner or managing general partner of each of the Apollo VI Funds, and is principally engaged in the business of serving as the general partner or managing general partner of each of the Apollo VI Funds and other Apollo investment funds. ACM VI is the general partner of Advisor VI and is principally engaged in the business of serving as such. Principal I is the sole member and manager of ACM VI, and is principally engaged in the business of serving as the sole member and manager or sole stockholder, as the case may be, of ACM VI and other Apollo investment advisors. Holdings I is the general partner of Principal I and is principally engaged in the business of serving as such. AAA MIP is the general partner of Co-Invest VI, and is principally engaged in the business of serving as the general partner of Co-Invest VI and other Apollo investment funds. Alternative Assets is the investment manager and day-to-day operations manager of AAA MIP, and is principally engaged in the business of serving as the investment manager and day-to-day operations manager of AAA MIP and other Apollo entities that serve as partners of other Apollo investment funds. Intl Management is the managing general partner of Alternative Assets, and is principally engaged in the business of serving as such. International GP is the general partner of Intl Management, and is principally engaged in the business of serving as such. Management Holdings is the sole member and manager of International GP, and is principally engaged in the business of serving as the sole member and manager of International GP and other Apollo management entities. Management Holdings GP is the general partner of Management Holdings, and is principally engaged in the business of serving as such. Messrs. Joshua J. Harris, Leon D. Black and Marc Rowan act as executive officers and managers of Apollo Principal Holdings I GP, LLC, Apollo Management Holdings GP, LLC and other Apollo investment advisors and investment managers. Mr. Black is a founding principal, and Messrs. Harris and Rowan are also principals, of Apollo Advisors, L.P. and its successive and affiliated investment advisors with respect to the Apollo investment funds. 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 Form 4 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: January 11, 2010
 Issuer Name and Ticker or Trading Symbol: Huntsman Corporation (HUN)

[signature pages follow]

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

 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

 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

 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

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

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

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

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

Name: Laurie D. Medley
Title: Vice President

AIF VI MANAGEMENT, LLC

By: /s/ Laurie D. Medley

Name: Laurie D. Medley
Title: Vice President

APOLLO MANAGEMENT, L.P.

By: Apollo Management GP, LLC
Its General Partner

By: /s/ Laurie D. Medley

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

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

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

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

Name: Laurie D. Medley
Title: Vice President

APOLLO INTERNATIONAL MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley

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

Name: John J. Suydam
Title: Vice President

APOLLO MANAGEMENT HOLDINGS GP, LLC

By: /s/ John J. Suydam

Name: John J. Suydam
Title: Vice President