

Rogers Robert Wade
 Form 4
 May 04, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Rogers Robert Wade

2. Issuer Name and Ticker or Trading Symbol
 Huntsman CORP [HUN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 10003 WOODLOCH FOREST DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/02/2018

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
 Sr. VP, Human Resources

THE WOODLANDS, TX 77380
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)	(A) or (D)	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	Price		
Common Stock	05/02/2018		M		15,021	\$ 13.5	292,411	D
Common Stock	05/02/2018		F(1)		10,086	\$ 29.46	282,325	D
Common Stock	05/02/2018		M		26,844	\$ 17.59	309,169	D
Common Stock	05/02/2018		F(1)		20,275	\$ 29.49	288,894	D
Common Stock	05/02/2018		M		38,915	\$ 13.41	327,809	D

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Common Stock	05/02/2018	F ⁽¹⁾	26,052	D	\$ 29.48	301,757	D
Common Stock	05/02/2018	M	31,566	A	\$ 17.85	333,323	D
Common Stock	05/02/2018	F ⁽¹⁾	24,020	D	\$ 29.47	309,303	D
Common Stock	05/02/2018	M	25,961	A	\$ 21.22	335,264	D
Common Stock	05/02/2018	F ⁽¹⁾	21,531	D	\$ 29.53	313,733	D
Common Stock	05/02/2018	M	14,793	A	\$ 22.77	328,526	D
Common Stock	05/02/2018	F ⁽¹⁾	12,744	D	\$ 29.51	315,782	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. Amount or Number of Shares
Option (Right to Buy)	\$ 13.5	05/02/2018		M	15,021	<u>(2)</u> 02/23/2020	Common Stock	15,021
Option (Right to Buy)	\$ 17.59	05/02/2018		M	26,844	<u>(3)</u> 02/11/2021	Common Stock	26,844
Option (Right to Buy)	\$ 13.41	05/02/2018		M	38,915	<u>(4)</u> 02/01/2022	Common Stock	38,915
Option (Right to Buy)	\$ 17.58	05/02/2018		M	31,566	<u>(5)</u> 02/06/2023	Common Stock	31,566

Buy)

Option (Right to Buy)	\$ 21.22	05/02/2018	M	25,961	<u>(6)</u>	02/05/2024	Common Stock	25,961
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Option (Right to Buy)	\$ 22.77	05/02/2018	M	14,793	<u>(7)</u>	02/04/2025	Common Stock	14,793
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Reporting Owners

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

Signatures

/s/ Rachel K. Muir, by Power of Attorney
05/04/2018

__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 a "net exercise" of outstanding stock options. These shares were withheld by Huntsman Corporation for payment of the
- (1) exercise price and applicable taxes, based on the market price of Huntsman Corporation's common stock at the time of the option exercise on May 2, 2018 ranging between \$29.46 and \$29.53 per share.
 - (2) These options granted under the Huntsman Stock incentive Plan vested in three equal annual installments beginning February 23, 2011.
 - (3) These options granted under the Huntsman Stock incentive Plan vested in three equal annual installments beginning February 2, 2012.
 - (4) These options granted under the Huntsman Stock incentive Plan vested in three equal annual installments beginning February 1, 2013.
 - (5) These options granted under the Huntsman Stock incentive Plan vested in three equal annual installments beginning February 6, 2014.
 - (6) These options granted under the Huntsman Stock incentive Plan vested in three equal annual installments beginning February 5, 2015.
 - (7) These options granted under the Huntsman Stock incentive Plan vested in three equal annual installments beginning February 4, 2016.

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.