

Huntsman CORP
Form SC 13G/A
February 14, 2008

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G
(Amendment No. 1)

Under the Securities Exchange Act of 1934

Huntsman Corporation
(Name of Issuer)

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

447011107
(CUSIP Number)

December 31, 2007
(Date of Event Which Requires Filing of this Statement)

Check the following box to designate the rule pursuant to which the Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in 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).

CUSIP No. 447011107

1. **Names of Reporting Persons**
I.R.S. Identification Nos. of above persons (entities only)
 D. E. Shaw Valence Portfolios, L.L.C.
 13-4046559
2. **Check the Appropriate Box if a Member of a Group (See Instructions)**
 (a) o
 (b) o
3. **SEC Use Only**
4. **Citizenship or Place of Organization**
 Delaware

Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With

- | | |
|----|---|
| 5. | Sole Voting Power
-0- |
| 6. | Shared Voting Power
15,687,596 |
| 7. | Sole Dispositive Power
-0- |
| 8. | Shared Dispositive Power
15,687,596 |

9. **Aggregate Amount Beneficially Owned by Each Reporting Person**
 15,687,596
10. **Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)** o
11. **Percent of Class Represented by Amount in Row (9)**
 7.1%
12. **Type of Reporting Person (See Instructions)**
 OO

CUSIP No. 447011107

1. **Names of Reporting Persons**
I.R.S. Identification Nos. of above persons (entities only)
 D. E. Shaw & Co., L.P.
 13-3695715

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

3. **SEC Use Only**

4. **Citizenship or Place of Organization**
 Delaware

**Number of
 Shares
 Beneficially
 Owned by
 Each
 Reporting
 Person With**

5. **Sole Voting Power**
 -0-

6. **Shared Voting Power**
 19,612,470

7. **Sole Dispositive Power**
 -0-

8. **Shared Dispositive Power**
 19,612,470

9. **Aggregate Amount Beneficially Owned by Each Reporting Person**
 19,612,470

10. **Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)**

11. **Percent of Class Represented by Amount in Row (9)**
 8.8%

12. **Type of Reporting Person (See Instructions)**
 IA, PN

CUSIP No. 447011107

1. **Names of Reporting Persons**
I.R.S. Identification Nos. of above persons (entities only)
David E. Shaw
2. **Check the Appropriate Box if a Member of a Group (See Instructions)**
(a)
(b)
3. **SEC Use Only**
4. **Citizenship or Place of Organization**
United States

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

5. **Sole Voting Power**
-0-
6. **Shared Voting Power**
19,612,470
7. **Sole Dispositive Power**
-0-
8. **Shared Dispositive Power**
19,612,470

9. **Aggregate Amount Beneficially Owned by Each Reporting Person**
19,612,470
 10. **Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)**
 11. **Percent of Class Represented by Amount in Row (9)**
8.8%
 12. **Type of Reporting Person (See Instructions)**
IN
-

Item 1.

- (a) **Name of Issuer:**
Huntsman Corporation
- (b) **Address of Issuer's Principal Executive Offices:**
500 Huntsman Way
Salt Lake City, Utah 84108

Item 2.

- (a) **Name of Person Filing:**
D. E. Shaw Valence Portfolios, L.L.C.
D. E. Shaw & Co., L.P.
David E. Shaw
- (b) **Address of Principal Business Office or, if none, Residence:**
The business address for each reporting person is:
120 W. 45th Street, Tower 45, 39th Floor
New York, NY 10036
- (c) **Citizenship:**
D. E. Shaw Valence Portfolios, L.L.C. is a limited liability company organized under the laws of the state of Delaware.
D. E. Shaw & Co., L.P. is a limited partnership organized under the laws of the state of Delaware.
David E. Shaw is a citizen of the United States of America.
- (d) **Title of Class of Securities:**
Common Stock, \$0.01 par value
- (e) **CUSIP Number:**
447011107

Item 3. **If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:**

Not Applicable

Item 4. **Ownership**

As of December 31, 2007:

(a) Amount beneficially owned:

D. E. Shaw Valence Portfolios, L.L.C.: 15,687,596 shares

D. E. Shaw & Co., L.P.: 19,612,470 shares

This is composed of (i) 15,687,596 shares in the name of D. E. Shaw Valence Portfolios, L.L.C., (ii) 3,923,293 shares in the name of D. E. Shaw Oculus Portfolios, L.L.C., and (iii) 1,581 shares in the

name of D. E. Shaw Synoptic Portfolios 2, L.L.C.

David E. Shaw:

PURSUANT TO ITEMS 2(d) OR 2(e) o

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

755,004

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

755,004

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

755,004

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

32.0%

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

EP

CUSIP No. 20563P 10 1

1 NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH PERSONS (ENTITIES ONLY)

Harold Simmons Foundation, Inc.

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)

Not applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

NUMBER OF SHARES	7	SOLE VOTING POWER
		-0-
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER
EACH		755,004
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON		-0-
WITH	10	SHARED DISPOSITIVE POWER
		755,004

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

755,004

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

32.0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 20563P 10 1

- 1 NAMES OF REPORTING PERSONS AND I.R.S. IDENTIFICATION NOS. OF SUCH PERSONS
(ENTITIES ONLY)
Harold C. Simmons
- 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)
PF and OO
- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
USA
- | | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | 252,550 |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | 775,004 |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | 252,550 |
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| WITH | | 775,004 |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
252,550
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
10.7%
- 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IN
-

AMENDMENT NO. 20
TO SCHEDULE 13D

This amended statement on Schedule 13D (this "Statement") relates to the class A common stock, par value \$0.01 per share (the "Class A Shares"), of CompX International Inc., a Delaware corporation (the "Company"). Items 2, 3, 4, 5 and 6 of this Statement are hereby amended as set forth below.

Item 2. Identity and Background.

Item 2 is amended as follows.

(a) The following entities or person are filing this Statement (collectively, the "Reporting Persons"):

- NL Industries, Inc. ("NL") as a direct holder of Class A Shares;
- TIMET Finance Management Company ("TFMC"), Titanium Metals Corporation ("TIMET"), Valhi, Inc. ("Valhi"), Valhi Holding Company ("VHC"), Dixie Rice Agricultural Corporation, Inc. ("Dixie Rice"), Contran Corporation ("Contran"), The Combined Master Retirement Trust (the "CMRT") and the Harold Simmons Foundation, Inc. (the "Foundation") by virtue of their direct or indirect ownership of NL; and
- Harold C. Simmons by virtue of his direct and indirect ownership of Class A Shares and his positions with Contran and certain of the other entities (as described in this Statement).

By signing this Statement, each Reporting Person agrees that this Statement is filed on its or his behalf.

NL, Harold C. Simmons and his spouse, Annette C. Simmons, are direct holders of 32.0%, 10.7% and 0.8%, respectively, of the 2,361,307 Class A Shares outstanding as of July 22, 2008 according to information the Company provided (the "Outstanding Class A Shares").

NL also directly holds 100%, or 10,000,000 shares, of the Company's class B common stock, par value \$0.01 per share (the "Class B Shares" and collectively with the Class A Shares shall be referred to as the "Shares"). The description of the relative rights of the Shares as described in this Statement is qualified in its entirety by the terms of the Company's restated certificate of incorporation that is filed as Exhibit 3.1 to Amendment No. 1 to the Company's Registration Statement on Form S-1 filed with the U.S. Securities and Exchange Commission (the "SEC") on February 4, 1998 (Reg. No. 333-42643), which is incorporated herein by reference. As a result of its ownership of 32.0% of the Class A Shares and 100% of the Class B Shares, NL directly holds approximately 87.0% of the combined voting power (98.4% of the voting power for the election of directors) of all classes of voting stock of the Company. NL may be deemed to control the Company.

Valhi and TFMC are the direct holders of approximately 83.1% and 0.5%, respectively, of the outstanding shares of NL common stock and together may be deemed to control NL. TIMET is the direct holder of 100% of the outstanding shares of common stock of TFMC and may be deemed to control TFMC.

VHC, Annette C. Simmons, the CMRT, Harold C. Simmons, NL, Valhi, the Foundation, and The Annette Simmons Grandchildren's Trust (the "Grandchildren's Trust") are the holders of approximately 26.9%, 11.8%, 8.5%, 4.0%, 0.8%, 0.5%, 0.2% and less than 0.1%, respectively, of the outstanding shares of TIMET common stock, and may be deemed to control TIMET. The percentage ownership of TIMET common stock owned by NL includes 0.3% of the outstanding shares of TIMET common stock that a wholly owned subsidiary of NL directly holds.

VHC, TFMC, the Foundation and the CMRT are the direct holders of 92.5%, 1.0%, 0.9% and 0.1%, respectively, of the outstanding shares of common stock of Valhi. VHC may be deemed to control Valhi. Dixie Rice is the direct holder of 100% of the outstanding shares of common stock of VHC and may be deemed to control VHC. Contran is the holder of 100% of the outstanding shares of common stock of Dixie Rice and may be deemed to control Dixie Rice.

Substantially all of Contran's outstanding voting stock is held by trusts established for the benefit of certain children and grandchildren of Harold C. Simmons (the "Trusts"), of which Mr. Simmons is the sole trustee, or held by Mr. Simmons or persons or other entities related to Mr. Simmons. As sole trustee of the Trusts, Mr. Simmons has the power to vote and direct the disposition of the shares of Contran stock held by the Trusts. Mr. Simmons, however, disclaims beneficial ownership of any shares of Contran stock that the Trusts hold.

The Foundation directly holds approximately 0.2% of the outstanding shares of TIMET common stock and 0.9% of the outstanding shares of Valhi common stock. The Foundation is a tax-exempt foundation organized for charitable purposes. Harold C. Simmons is the chairman of the board of the Foundation and may be deemed to control the Foundation.

The CMRT directly holds approximately 8.5% of the outstanding shares of TIMET common stock and 0.1% of the outstanding shares of Valhi common stock. Contran sponsors the CMRT, which permits the collective investment by master trusts that maintain the assets of certain employee benefit plans Contran and related companies adopt. Harold C. Simmons is the sole trustee of the CMRT and a member of the investment committee for the CMRT. Mr. Simmons is also a participant in one or more of the employee benefit plans that invest through the CMRT.

NL and one of its wholly owned subsidiaries directly own 3,522,967 shares and 1,186,200 shares, respectively, of Valhi common stock. Pursuant to Delaware law, Valhi treats the shares of Valhi common stock that NL and its wholly owned subsidiary own as treasury stock for voting purposes and for the purposes of this Statement such shares are not deemed outstanding.

Mr. Harold C. Simmons is chairman of the board and chief executive officer of NL and chairman of the board of TIMET, Valhi, VHC, Dixie Rice and Contran.

By virtue of the holding of the offices, the stock ownership and his service as trustee, all as described above, (a) Mr. Simmons may be deemed to control the entities described above and (b) Mr. Simmons and certain of such entities may be deemed to possess indirect beneficial ownership of the Shares that are directly held by NL. However, Mr. Simmons disclaims such beneficial ownership of the Shares beneficially owned, directly or indirectly, by any of such entities.

Annette C. Simmons is the direct owner of 20,000 Class A Shares, 21,367,875 shares of TIMET common stock, 269,775 shares of NL common stock and 43,400 shares of Valhi common stock. Mr. Simmons may be deemed to share indirect beneficial ownership of such securities. He disclaims beneficial ownership of all securities that his spouse holds directly.

Harold C. Simmons is the direct owner of 252,550 Class A Shares, 7,175,239 shares of TIMET common stock, 880,600 shares of NL common stock and 3,383 shares of Valhi common stock.

The Grandchildren's Trust, of which Harold C. Simmons and Annette C. Simmons are co-trustees and the beneficiaries of which are the grandchildren of Annette C. Simmons, is the direct holder of 36,500 shares of Valhi common stock and 17,432 shares of TIMET common stock. Mr. Simmons disclaims beneficial ownership of these shares.

Item 3.

Source and Amount of Funds or Other Consideration.

Item 3 is amended as follows.

The total amount of funds Harold C. Simmons used to acquire the Class A Shares he purchased as reported in Item 5(c) was \$458,510.53 (including commissions and fees). He used his personal funds for such purchases.

Item 4. Purpose of Transaction.

Item 4 is amended as follows.

Mr. Simmons purchased the Class A Shares reported in Item 5(c) in order to increase his equity interest in the Company.

Depending upon their evaluation of the Company's business and prospects, and upon future developments (including, but not limited to, performance of the Class A Shares in the market, availability of funds, alternative uses of funds, and money, stock market and general economic conditions), any of the Reporting Persons or other entities that may be deemed to be affiliated with Contran may from time to time purchase Shares, and any of the Reporting Persons or other entities that may be deemed to be affiliated with Contran may from time to time dispose of all or a portion of the Shares held by such person, or cease buying or selling Shares. Any such additional purchases or sales of Shares may be in open market or privately negotiated transactions or otherwise.

The information included in Item 2 of this Statement is hereby incorporated herein by reference. As described under Item 2 of this Statement, Harold C. Simmons may be deemed to control the Company.

Item 5. Interest in Securities of the Issuer.

Item 5 is amended as follows.

(a) NL, Harold C. Simmons and Annette C. Simmons are the direct beneficial owners of 755,004, 252,550, and 20,000 Class A Shares, respectively. NL also directly holds 10,000,000 Class B Shares.

By virtue of the relationships described under Item 2 of this Statement:

(1) NL, TFMC, TIMET, Valhi, VHC, Dixie Rice, Contran, the CMRT and the Foundation may each be deemed to be the beneficial owner of the 755,004 Class A Shares (approximately 32.0% of the Outstanding Class A Shares) and 10,000,000 Class B Shares (approximately 87.0% of the combined voting power, and 98.4% of the voting power for the election of directors, of all classes of voting stock of the Company) that NL holds directly; and

(2) Harold C. Simmons may be deemed to be the beneficial owner of the 1,027,554 Class A Shares (approximately 43.5% of the Outstanding Class A Shares) and 10,000,000 Class B Shares (approximately 89.2% of the combined voting power, and 98.7% of the voting power for the election of directors, of all classes of voting stock of the Company) that NL, he and his spouse hold directly.

Except to the extent of the 252,550 Class A Shares he holds directly, Harold C. Simmons disclaims beneficial ownership of all Shares.

The Reporting Persons understand, based on ownership filings with the SEC or upon information provided by the persons listed on Schedule B to Amendment No. 19 to this Statement, that such persons may be deemed to own beneficially the Class A Shares as indicated on Schedule C to this Statement.

(b) By virtue of the relationships described in Item 2 of this Statement:

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(1) NL, TFMC, TIMET, Valhi, VHC, Dixie Rice, Contran, the CMRT and the Foundation may each be deemed to share the power to vote and direct the disposition of the 755,004 Class A Shares (approximately 32.0% of the Outstanding Class A Shares) and 10,000,000 Class B Shares (approximately 87.0% of the combined voting power, and 98.4% of the voting power for the election of directors, of all classes of voting stock of the Company) that NL holds directly;

(2) Harold C. Simmons may be deemed to share the power to vote and direct the disposition of the 775,004 Class A Shares (approximately 32.8% of the Outstanding Class A Shares) and 10,000,000 Class B Shares (approximately 87.2% of the combined voting power, and 98.5% of the voting power for the election of directors, of all classes of voting stock of the Company) that NL and his spouse hold directly; and

(3) Harold C. Simmons may be deemed to have the sole power to vote and direct the disposition of the 252,550 Class A Shares (approximately 10.7% of the Outstanding Class A Shares) that he directly holds.

(c) The table below sets forth transactions in the Class A Shares by the Reporting Persons since July 2, 2008, the last date reported under this subsection in Amendment No. 19 to this Schedule. Harold C. Simmons was the only Reporting Person to have such transactions. He executed all of such transactions, which were all purchases of Class A Shares, on the New York Stock Exchange.

Date	Number of Shares	Price Per Share (\$) (exclusive of commissions)
07/03/08	200	\$5.3000
07/03/08	400	\$5.3400
07/03/08	100	\$5.3600
07/03/08	24	\$5.3700
07/03/08	300	\$5.3800
07/03/08	100	\$5.3900
07/03/08	800	\$5.4000
07/03/08	100	\$5.4500
07/03/08	100	\$5.4800
07/03/08	600	\$5.4900
07/03/08	200	\$5.5000
07/07/08	400	\$5.4700
07/07/08	9,600	\$5.5000
07/08/08	100	\$5.3400
07/08/08	200	\$5.3600
07/08/08	200	\$5.3700
07/08/08	500	\$5.4000
07/08/08	100	\$5.4300
07/08/08	100	\$5.4500
07/08/08	100	\$5.4600
07/08/08	100	\$5.4700
07/08/08	200	\$5.4900
07/08/08	3,900	\$5.5000
07/09/08	1,000	\$5.4600
07/09/08	100	\$5.4700
07/09/08	3,773	\$5.4800
07/09/08	200	\$5.4800
07/09/08	100	\$5.4900
07/09/08	200	\$5.5000

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07/11/08	100	\$5.3100
07/11/08	400	\$5.3400
07/11/08	100	\$5.3499
07/11/08	4,700	\$5.3500
07/11/08	200	\$5.3599
07/11/08	600	\$5.3900
07/11/08	1,900	\$5.3999
07/11/08	4,400	\$5.4000
07/11/08	4,000	\$5.4500
07/11/08	3,600	\$5.5000
07/14/08	100	\$5.2100
07/14/08	1,300	\$5.2600
07/14/08	100	\$5.3299
07/14/08	800	\$5.3300
07/14/08	200	\$5.3600
07/14/08	500	\$5.3600
07/14/08	200	\$5.3800
07/14/08	2,000	\$5.3999
07/14/08	100	\$5.4000
07/14/08	300	\$5.4100
07/14/08	400	\$5.4200
07/14/08	2,000	\$5.4299
07/14/08	400	\$5.4400
07/14/08	3,100	\$5.4500
07/14/08	2,000	\$5.4800
07/22/08	400	\$5.4400
07/22/08	7,500	\$5.4500
07/22/08	900	\$5.3500
07/22/08	1,100	\$5.4900
07/22/08	2,900	\$5.5000
07/22/08	4,000	\$5.4000
07/22/08	3,300	\$5.4799
07/22/08	500	\$5.4525
07/22/08	1,200	\$5.4800
07/22/08	200	\$5.3600
07/23/08	2,900	\$5.4000
07/23/08	1,100	\$5.5000
07/23/08	100	\$5.4200
07/23/08	100	\$5.4700

(d) NL, Harold C. Simmons and his spouse each has the right to receive and the power to direct the receipt of dividends from, and proceeds from the sale of, the Shares directly held by such entity or person.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is amended as follows.

The information included in Items 3 and 4 of this Statement is hereby incorporated herein by reference.

Signature

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.

Date: July 25, 2008

/s/ Harold C. Simmons

Harold C. Simmons

Signing in the capacities listed on Schedule "A" attached hereto and incorporated herein by reference.

Signature

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.

Date: July 25, 2008

/s/ Steven L. Watson

Steven L. Watson

Signing in the capacities listed on Schedule "A" attached hereto and incorporated herein by reference.

Signature

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.

Date: July 25, 2008

/s/ Gregory M. Swalwell

Gregory M. Swalwell

Signing in the capacity listed on Schedule "A" attached hereto and incorporated herein by reference.

SCHEDULE A

HAROLD C. SIMMONS, in his individual capacity and as trustee of THE COMBINED MASTER RETIREMENT TRUST.

STEVEN L. WATSON, as president, chief executive officer or vice president of each of:

CONTRAN CORPORATION
DIXIE RICE AGRICULTURAL CORPORATION, INC.
HAROLD SIMMONS FOUNDATION, INC.
TITANIUM METALS CORPORATION
VALHI HOLDING COMPANY
VALHI, INC.

GREGORY M. SWALWELL, as vice president of each of:

NL INDUSTRIES, INC.
TIMET FINANCE MANAGEMENT COMPANY

SCHEDULE C

Based upon ownership filings with the Commission or upon information provided by the persons listed on Schedule B to this Statement, such persons may be deemed to personally beneficially own Class A Shares, as outlined below:

Name	Class A Shares Held	Stock Options Held (1)	Total
Thomas E. Barry	-0-	-0-	-0-
James W. Brown	-0-	-0-	-0-
Keith R. Coogan	5,500	-0-	5,500
Norman S. Edelcup	4,000	-0-	4,000
L. Andrew Fleck	-0-	-0-	-0-
Lisa Simmons Epstein	-0-	-0-	-0-
Robert D. Graham	-0-	-0-	-0-
Tim C. Hafer	-0-	-0-	-0-
J. Mark Hollingsworth	-0-	-0-	-0-
Keith A. Johnson	-0-	-0-	-0-
William J. Lindquist	-0-	-0-	-0-
A. Andrew R. Louis	-0-	-0-	-0-
Kelly D. Luttmer	200	-0-	200
Andrew McColлам, Jr.	-0-	-0-	-0-

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W . H a y d e n McIlroy	-0-	-0-	-0-
C e c i l H . M o o r e , Jr.	-0-	-0-	-0-
T a n y a M . Murray	-0-	-0-	-0-
A n d r e w B . Nace	-0-	-0-	-0-
B o b b y D . O'Brien	300	-0-	300
G l e n n R . S i m m o n s (2)	19,000	6,000	25,000
H a r o l d C . S i m m o n s (3)	272,550	-0-	272,550
R i c h a r d A . Smith	-0-	-0-	-0-
T h o m a s P . Stafford	-0-	-0-	-0-
J o h n A . S t . Wrba	-0-	-0-	-0-
S c o t t E . Sullivan	-0-	-0-	-0-
G r e g o r y M . Swalwell	-0-	-0-	-0-
J . W a l t e r T u c k e r , Jr.	-0-	-0-	-0-
S t e v e n L . Watson	9,500	6,000	15,500
T e r r y N . Worrell	-0-	-0-	-0-
Joan L. Yori	-0-	-0-	-0-
P a u l J . Zucconi	-0-	-0-	-0-

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- (1) Represents Class A Shares issuable pursuant to the exercise within 60 days of the date of this Statement of stock options.
- (2) Includes 500 Class A Shares held directly by Mr. Glenn R. Simmons' spouse. Mr. Simmons disclaims beneficial ownership of all such Shares.
- (3) Includes 20,000 Class A Shares held directly by Mr. Harold C. Simmons' spouse. Does not include other Shares of which Mr. Simmons may be deemed to possess indirect beneficial ownership as described in Items 2 and 5(a) of this Statement. Except for the 252,550 Class A Shares that he holds directly, Mr. Simmons disclaims beneficial ownership of all Shares.