

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **February 5, 2006**

Huntsman Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-32427
(Commission
File Number)

42-1648585
(IRS Employer
Identification No.)

500 Huntsman Way
Salt Lake City, Utah
(Address of principal executive offices)

84108
(Zip Code)

Registrant's telephone number, including area code: **(801) 584-5700**

Not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition.

On February 5, 2006, Huntsman Corporation issued a press release announcing, among other things, the estimated hurricane impact on fourth quarter 2005 results. The press release is furnished herewith as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1 Press Release dated February 5, 2006

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HUNTSMAN CORPORATION

/s/ John R. Heskett
JOHN R. HESKETT
Vice President, Corporate Development and Investor Relations

EXHIBIT INDEX

Number	Description of Exhibits
99.1	Press Release dated February 5, 2006



For Immediate Release
February 5, 2006

Media Contact:
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(281) 719-4175
(281) 513-8136

Investor Relations Contact:
John R. Heskett
(801) 584-5768

HUNTSMAN ENDS DISCUSSIONS ON COMPANY'S SALE

Fourth Quarter Results Negatively Impacted by Hurricanes

The Woodlands, TX – Huntsman Corporation (NYSE: HUN) announced today that it has terminated discussions regarding existing proposals to acquire the Company.

After careful review of the proposals received, the Company's prospects and other strategic initiatives available, as well as thorough discussions with the parties, the Board of Directors of the Company and its special committee have concluded that none of the proposals were in the best interests of the shareholders.

Jon M. Huntsman, Founder and Chairman of the Company, said: "The Company appreciates the thoughtful and diligent review by the special committee and the Board of Directors throughout this process, which began with an unsolicited indication of interest. As a shareholder, I fully support this conclusion. While the last proposals were above the price of our IPO last year I believe they were not adequate, particularly in light of the risks, uncertainties and extended timing of the proposed transactions.

"Moreover, there are significant opportunities for our Company going forward. We believe our historical stock prices have not reflected the full value of our differentiated businesses. Accordingly, we are continuing to evaluate the available alternatives for realizing this potential."

Peter Huntsman, President and Chief Executive Officer, said: "Like other companies located on the Gulf Coast, our fourth quarter 2005 results were negatively impacted by Hurricanes Rita and Katrina and the unprecedented spikes in energy prices leading up to and during that period. Our largest North American facilities are located where the eye of Rita came ashore and many of our operations in the region were suspended for most the quarter. The Company estimates that Hurricanes Rita and Katrina had a direct negative impact of approximately \$140 million on fourth quarter EBITDA or approximately \$0.60

per share. In addition, the indirect impact related to these storms was significantly higher than originally anticipated. However, we do not expect continued hurricane impact of any significance into 2006."

"We are enthusiastic about the global opportunities and prospects we see for 2006 and beyond, including expanding our differentiated businesses and possible divestitures to accelerate our debt reduction."

The Company expects to release fourth quarter 2005 results on February 24th and will hold a conference call to discuss these results on the same day.

Huntsman is a global manufacturer and marketer of differentiated and commodity chemicals. Its operating companies manufacture basic products for a variety of global industries including chemicals, plastics, automotive, aviation, footwear, paints and coatings, construction, technology, agriculture, health care, textiles, detergent, personal care, furniture, appliances and packaging. Originally known for pioneering innovations in packaging, and later, rapid and integrated growth in petrochemicals, Huntsman today has 11,300 employees, 57 operations in 22 countries and had 2004 revenues of \$11.5 billion.

Statements in this release that are not historical are forward-looking statements. These statements are based on management's current beliefs and expectations. The forward-looking statements in this release are subject to uncertainty and changes in circumstances and involve risks and uncertainties that may affect the company's operations, markets, products, services, prices and other factors as discussed in the Huntsman companies' filings with the Securities and Exchange Commission. Significant risks and uncertainties may relate to, but are not limited to, financial, economic, competitive, environmental, political, legal, regulatory and technological factors. Accordingly, there can be no assurance that the company's expectations will be realized. The company assumes no obligation to provide revisions to any forward-looking statements should circumstances change, except as otherwise required by securities and other applicable laws.
