

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to §240.14a-12

HUNTSMAN CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Huntsman Corporation

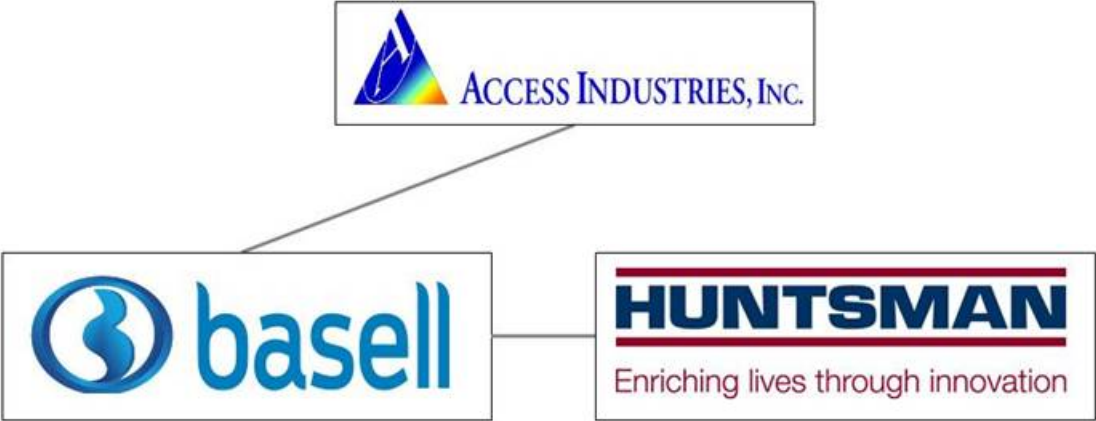
New Ownership, Winning Strategy Continues

June 26, 2007



Key Points

- Transaction Announcement: June 26, 2007
- Expected Close: 4th Quarter 2007
- Acquiror: Basell
- Consideration: \$25.25 per share in cash
- Closing Conditions: Huntsman shareholder approval and required regulatory approvals
- Transaction Value: \$9.6 billion, including assumption of debt

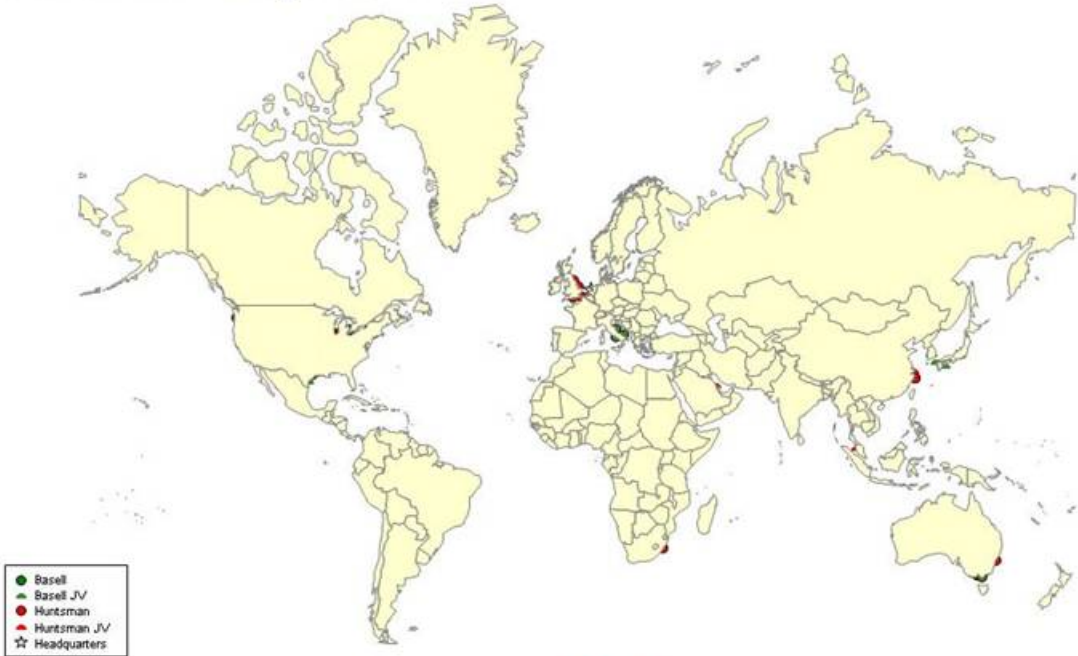


Huntsman becomes a wholly-owned subsidiary of Basell,
a private company owned by Access Industries



- Leading Global chemical company with \$26 billion in revenues
- Powerful global footprint
- Stronger global market positions with significant scale and leadership
- Jon Huntsman, in order to fully fund his humanitarian and philanthropic endeavors, has desired to sell his shareholding in Huntsman Corporation.
- Similarly, MatlinPatterson, as an investment fund, must at some point liquidate its investment in order to return capital to its investors.
- The Board of Directors of Huntsman Corporation has now concluded that it is in the best interests of all shareholders to accept the price and terms offered by the buyer.

Worldwide Manufacturing Locations



NY002XRM_1

Basell is the global leader in polyolefins technology, production and marketing

▪ **Key Facts:**

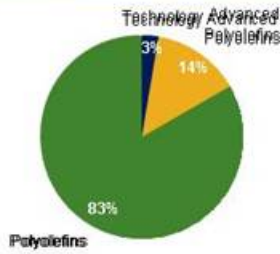
- Largest producer of polypropylene and advanced polyolefin products
- Leading supplier of polyethylene and catalysts
- Industry leader in licensing polypropylene and polyethylene processes, including providing technical services for its proprietary technologies.
- Annual sales: \$13 billion
- 6,850 employees
- Manufacturing operations in 19 countries (including joint ventures)
- Global leader in the production of polypropylene
- 7th largest producer of polyethylene in the world (#1 in Europe)
- Corporate headquarters: Hoofddorp, The Netherlands
- Internet address: www.basell.com



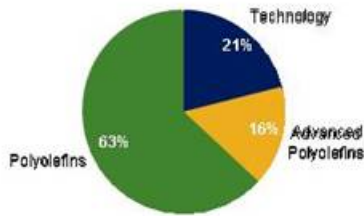
▪ **Core Businesses:**

- **Technology Business:** Licensing polyolefin processes, developing, producing and selling polyolefin catalysts, technology services and new ventures
- **Advanced Polyolefins Business:** Manufacturing and selling polypropylene compounds and other speciality products
- **Polyolefins Business:** Manufacturing and selling polypropylene and polyethylene

Revenue and EBITDA (\$ in mm)



2006 Revenue: \$14.1 bn



2006 EBITDA: \$1.5 bn

Quarterly Pro-Forma EBITDA (\$ in mm)



Summary Financials (\$ in mm)

	2006	LTM 3/31/2007
Revenue	\$14,094	\$14,428
Growth	--	2.4%
EBITDA	1,316	1,524
Margin	9.3%	10.6%
Capex	273	261
% of Sales	1.9%	1.8%

Source: Basell Management Presentation.

- Access and Basell have indicated their intention to operate Huntsman Corporation as a stand-alone business within Basell.
- We expect the structure of the four Huntsman divisions to remain in place.
- We will continue to execute on our existing strategy, plans and projects. No site closures are expected to result.
- The name of Huntsman Corporation and its existing senior management structure are expected to remain in place.
- The Huntsman headquarters will continue to be The Woodlands, with a significant presence in Salt Lake City for the foreseeable future.
- Huntsman Corporation will continue to be a global leader in differentiated chemistries and offer excellent opportunities for its associates.

What does it mean for me?

- Continued opportunities for exciting and rewarding careers given our transformation to a global market leader focused on its differentiated and pigments businesses.
- For at least one year following the closing, Basell has committed to provide compensation and employee benefits which, in the aggregate, are materially no less favorable than those made available to us immediately prior to the sale.
- Your service credit, as currently recognized by Huntsman, for determining your benefits eligibility, vesting, and benefit calculation will be honored as a part of this transaction.
- To the extent that Huntsman has an agreement with a labor union, Basell has agreed to recognize that union, assume the contract and adopt the terms of such agreement.
- For those considering retirement, assuming that you meet the respective plan eligibility requirements, you can retire any time before or after the closing.

- Continue to work safely.
- Reassure our customers, suppliers and others with whom you have a relationship on behalf of the company that they can expect the same integrity, quality of product, commitment to service and innovation that have defined our company.
- Continue to honor existing contracts with customers, suppliers and other third parties and expect them to do likewise.
- Continue to move forward on the plans and projects that have been approved for your division.
- Share your optimism with your fellow associates.

In connection with the proposed Merger, the Company will file a proxy statement with the Securities and Exchange Commission (the "SEC"). INVESTORS AND SECURITY HOLDERS ARE ADVISED TO READ THE PROXY STATEMENT WHEN IT BECOMES AVAILABLE BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION ABOUT THE MERGER AND THE PARTIES TO THE MERGER. Investors and security holders may obtain a free copy of the proxy statement (when available) and other relevant documents filed with the SEC from the SEC's website at <http://www.sec.gov>. The Company's security holders and other interested parties will also be able to obtain, without charge, a copy of the proxy statement and other relevant documents (when available) by directing a request by mail or telephone to Huntsman Corporation Investor Relations, 500 Huntsman Way, Salt Lake City, Utah 84108, telephone: (801) 584-5700 or on the company's website at <http://www.huntsman.com>.

The Company and its directors, executive officers and other members of its management and employees may be deemed to be participants in the solicitation of proxies from the Company's shareholders with respect to the Merger. Information about the Company's directors and executive officers and their ownership of the Company's common stock is set forth herein and in the proxy statement for the Company's 2007 Annual Meeting of Stockholders, which was filed with the SEC on March 30, 2007. Stockholders and investors may obtain additional information regarding the interests of the Company and its directors and executive officers in the Merger, which may be different than those of the Company's stockholders generally, by reading the proxy statement and other relevant documents regarding the Merger, which will be filed with the SEC.