FORM	4
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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).

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

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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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address MATLINPATTE OPPORTUNITIE	2. Issuer Name Huntsman CO			Trading Symbo	01	5	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director Officer (give title below) <u>X</u> _10% Owner Other (specify below)						
(Last) 520 MADISON A	(First) AVENUE	(Middle)	3. Date of Earlie 08/06/2007	st Transac	tion ((Month/Day/Ye							
NEW YORK, NY	(Street) X 10022		4. If Amendmen	t, Date Ori	gina	l Filed(Month/Day	/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	<u>[</u>	Fable I - N	on-I	Derivative Secu	rities	Acquir	ed, Disposed of, or Beneficially	Owned			
1.Title of Security (Instr. 3)		Date (Month/Day/Year)	Execution Date, if	Transaction Code		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Amount (D) Price		ed (A) Price	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)		
Common Stock		08/06/2007		S <u>(1)</u>		41,520,873 (<u>1</u>)	D	\$ 24.25	0	D			
Common Stock									47,835,325	Ι	By HMP Equity Trust ⁽²⁾		

Reminder: Report on a separate line for each class of securities beneficially owned direct	ctly or indirectly.	
	Persons who respond to the collection of information contained in this form are not required to respond unless	SEC 1474 (9-02)
	the form displays a currently valid OMB control number.	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)															
1. Title of	2.	3. Transaction	3A. Deemed	4.		5.		6. Date Exer	cisable	7. Tit	le and	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transacti	ion	Number		and Expirati	on Date	Amount of		Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code		of ((Month/Day	/Year)	Underlying		Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)		Deriv	ative			Securities		(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					Secur	Securities (In		(Instr. 3 and		Owned	Security:	(Instr. 4)		
	Security					Acqu	Acquired			4)			Following	Direct (D)	
					(A) or Disposed		r						Reported	or Indirect	
												Transaction(s)	(I)		
						of (D)							(Instr. 4)	(Instr. 4)	
						(Instr. 3, 4, and 5)									
											Amount				
								Dete	E		or				
								Date Exercisable	Expiration Date	Title	Number				
								Exercisable	Date		of				
				Code	V	(A)	(D)				Shares				

Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
MATLINPATTERSON GLOBAL OPPORTUNITIES PARTNERS LP 520 MADISON AVENUE NEW YORK, NY 10022		Х				

Signatures

**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).
- Reflects a sale of shares held by the reporting person in a registered underwritten secondary offering. The underwriting agreement was entered into on August 2, 2007, and (1) the sale was consummated on August 6, 2007. The reporting person received the shares in a distribution from HMP Equity Trust. Prior to such distribution, the reporting person had an indirect beneficial ownership interest in the shares as a beneficiary of such trust.

The reporting person shares dispositive power over certain shares held by HMP Equity Trust. The reporting person disclaims beneficial ownership of the shares held by HMP (2) Equity Trust except to the extent of its pecuniary interest therein, and the reporting of the shares held by HMP Equity Trust in Table I above by the reporting person shall not be deemed to be an admission of beneficial ownership of any such shares for purposes of Section 16 or for any other purpose.

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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