

## INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person* CITADEL L P  (Last) (First) (Middle) C/O CITADEL INVESTMENT GROUP LLC, 131 S. DEARBORN STREET, 32ND FLOOR  (Street)  CHICAGE, IL 60603  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/28/2008	3. Issuer Name and Ticker or Trading Symbol Huntsman CORP [HUN]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <div style="border: 1px solid black; padding: 2px; width: fit-content;">See Note 1 in Remarks below</div>	5. If Amendment, Date Original Filed(Month/Day/Year)
		6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
---------------------------------	---	--	---

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
CALL OPTION: HUNKB [OBLIGATION TO SELL]	(3)	11/22/2008	Common Stock	10,700	\$ 10	D (2)	
CALL OPTION: HUNKC [OBLIGATION TO SELL]	(3)	11/22/2008	Common Stock	12,000	\$ 15	D (1)	
CALL OPTION: HUNKC [RIGHT TO PURCHASE]	(3)	11/22/2008	Common Stock	12,300	\$ 15	D (2)	
CALL OPTION: HUNKD [OBLIGATION TO SELL]	(3)	11/22/2008	Common Stock	500	\$ 20	D (1)	
CALL OPTION: HUNKD [RIGHT TO PURCHASE]	(3)	11/22/2008	Common Stock	13,100	\$ 20	D (2)	
CALL OPTION: HUNKE [OBLIGATION TO SELL]	(3)	11/22/2008	Common Stock	1,700	\$ 25	D (2)	
CALL OPTION: HUNKE [RIGHT TO PURCHASE]	(3)	11/22/2008	Common Stock	3,600	\$ 25	D (1)	
CALL OPTION: HUNKU [OBLIGATION TO SELL]	(3)	11/22/2008	Common Stock	2,600	\$ 7.5	D (1)	
CALL OPTION: HUNKU [OBLIGATION TO SELL]	(3)	11/22/2008	Common Stock	4,100	\$ 7.5	D (2)	
CALL OPTION: HUNKV [OBLIGATION TO SELL]	(3)	11/22/2008	Common Stock	25,000	\$ 12.5	D (1)	
CALL OPTION: HUNKV [OBLIGATION TO SELL]	(3)	11/22/2008	Common Stock	16,000	\$ 12.5	D (2)	
CALL OPTION: HUNKW [OBLIGATION TO SELL]	(3)	11/22/2008	Common Stock	14,600	\$ 17.5	D (2)	
CALL OPTION: HUNKW [RIGHT TO PURCHASE]	(3)	11/22/2008	Common Stock	24,500	\$ 17.5	D (1)	

CALL OPTION: HUNKX [OBLIGATION TO SELL]	(3)	11/22/2008	Common Stock	6,100	\$ 22.5	D (1)	
CALL OPTION: HUNKX [OBLIGATION TO SELL]	(3)	11/22/2008	Common Stock	2,600	\$ 22.5	D (2)	
PUT OPTION: HUNNA [RIGHT TO SELL]	(3)	02/21/2009	Common Stock	100	\$ 5	D (1)	
PUT OPTION: HUNNA [RIGHT TO SELL]	(3)	02/21/2009	Common Stock	100	\$ 5	D (2)	
PUT OPTION: HUNNB [RIGHT TO SELL]	(3)	02/21/2009	Common Stock	3,800	\$ 10	D (1)	
PUT OPTION: HUNNC [OBLIGATION TO PURCHASE]	(3)	02/21/2009	Common Stock	900	\$ 15	D (1)	
PUT OPTION: HUNNC [OBLIGATION TO PURCHASE]	(3)	02/21/2009	Common Stock	3,400	\$ 15	D (2)	
PUT OPTION: HUNND [RIGHT TO SELL]	(3)	02/21/2009	Common Stock	600	\$ 20	D (1)	
PUT OPTION: HUNNE [RIGHT TO SELL]	(3)	02/21/2009	Common Stock	1,200	\$ 25	D (1)	
PUT OPTION: HUNNE [RIGHT TO SELL]	(3)	02/21/2009	Common Stock	1,000	\$ 25	D (2)	
PUT OPTION: HUNNU [RIGHT TO SELL]	(3)	02/21/2009	Common Stock	5,200	\$ 7.5	D (1)	
PUT OPTION: HUNNU [RIGHT TO SELL]	(3)	02/21/2009	Common Stock	8,000	\$ 7.5	D (2)	
PUT OPTION: HUNNV [OBLIGATION TO PURCHASE]	(3)	02/21/2009	Common Stock	2,100	\$ 12.5	D (1)	
PUT OPTION: HUNNV [RIGHT TO SELL]	(3)	02/21/2009	Common Stock	700	\$ 12.5	D (2)	
PUT OPTION: HUNNW [RIGHT TO SELL]	(3)	02/21/2009	Common Stock	1,300	\$ 17.5	D (1)	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CITADEL L P C/O CITADEL INVESTMENT GROUP LLC 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603				See Note 1 in Remarks below
CITADEL INVESTMENT GROUP LLC 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603				See Note 1 in Remarks below
CITADEL EQUITY FUND LTD C/O CITADEL INVESTMENT GROUP, L.L.C. 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603				See Note 1 in Remarks below
GRIFFIN KENNETH C C/O CITADEL INVESTMENT GROUP, L.L.C. 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603				See Note 1 in Remarks below
CITADEL ADVISORS LLC C/O CITADEL INVESTMENT GROUP II, L.L.C. 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603				See Note 1 in Remarks below

CITADEL HOLDINGS I LP C/O CITADEL INVESTMENT GROUP II, L.L.C. 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603				See Note 1 in Remarks below
CITADEL HOLDINGS II LP C/O CITADEL INVESTMENT GROUP II, L.L.C. 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603				See Note 1 in Remarks below
Citadel Derivatives Group, LLC C/O CITADEL INVESTMENT GROUP II, L.L.C. 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603				See Note 1 in Remarks below
CITADEL DERIVATIVES TRADING LTD C/O CITADEL INVESTMENT GROUP II, L.L.C. 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603				See Note 1 in Remarks below
CITADEL INVESTMENT GROUP II, L.L.C. 131 S. DEARBORN STREET, 32ND FLOOR CHICAGO, IL 60603				See Note 1 in Remarks below

## Signatures

/s/ John C. Nagel, Authorized Signatory		09/08/2008
**Signature of Reporting Person		Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) This security is owned by Citadel Derivatives Group LLC.

(2) This security is owned by Citadel Derivatives Trading Group Ltd.

Where the security shown is a call option and the description is "obligation to sell", the Reporting Person is short that particular call option as of the date of this filing.

Where a security is a call option and the description is "right to purchase", the Reporting person is long that particular call option as of the date of this filing. Where a security is a put option and the description is "obligation to purchase", the Reporting person is short that particular put option as of the date of this filing. Where a security is a put option and the description is "right to sell", the Reporting person is long that particular put option as of the date of this filing. Each of the securities listed is an exchange-traded option contract. Exchange-traded options are immediately exercisable and remain exercisable until expiration. These options were acquired on various dates.

(3)

### Remarks:

Note 1:

As a result of the potential arrangements between the Reporting Persons and others described in Item 4 of Amendment No. 1 to Schedule 13D filed by the Reporting Persons on September 2, 2008 ("Amendment No. 1") relating to the Issuer (incorporated by reference herein), the Reporting Persons may be deemed to have formed a "group" with certain other persons for purposes of Rule 13d-5(b)(1) promulgated under the 1934 Act. If the Reporting Persons are deemed to have formed a "group" with such other persons, the Reporting Persons may be deemed to have beneficial ownership of greater than 10% of the Issuer's outstanding Common Shares pursuant to Rule 16a-1(a)(1) and Rule 13d-5(b)(1). On August 29, 2008, Hexion Specialty Chemicals, Inc. rejected the terms offered by the proposal letter described in Amendment No. 1.

Note 2:

Each of the Reporting Persons expressly disclaims beneficial ownership of the securities described herein except to the extent of such person's pecuniary interest therein. Each of the Reporting Persons further disclaims membership in a group with regard to the Common Shares of the Issuer with the persons described in Item 4 of Amendment No. 1.

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.

**Explanation of Responses**

Name: Citadel L P

Address: c/o Citadel Investment Group, L.L.C.  
131 S. Dearborn Street, 32nd Floor  
Chicago, Illinois 60603

Issuer and Ticker Symbol: Huntsman Corporation [HUN]

Date of Event Requiring Statement: 8/28/2008

**CITADEL LIMITED PARTNERSHIP**

By: Citadel Investment Group, L.L.C.,  
its General Partner

By: /s/ John C. Nagel  
John C. Nagel, Authorized Signatory

---

**JOINT FILER INFORMATION**

Name: Citadel Investment Group, L.L.C.  
Address: 131 S. Dearborn Street, 32nd Floor  
Chicago, Illinois 60603  
Designated Filer: Citadel Limited Partnership  
Issuer and Ticker Symbol: Huntsman Corporation [HUN]  
Date of Event Requiring Statement: 8/28/2008

**CITADEL INVESTMENT GROUP, L.L.C.**

By: /s/ John C. Nagel  
John C. Nagel, Authorized Signatory

---

**JOINT FILER INFORMATION**

Name: Citadel Equity Fund Ltd.

Address: c/o Citadel Investment Group, L.L.C.  
131 S. Dearborn Street, 32nd Floor  
Chicago, Illinois 60603

Designated Filer: Citadel Limited Partnership

Issuer and Ticker Symbol: Huntsman Corporation [HUN]

Date of Event Requiring Statement: 8/28/2008

**CITADEL EQUITY FUND LTD.**

By: Citadel Limited Partnership,  
its Portfolio Manager

By: Citadel Investment Group, L.L.C.,  
its General Partner

By: /s/ John C. Nagel  
John C. Nagel, Authorized Signatory

---

**JOINT FILER INFORMATION**

Name: Kenneth Griffin

Address: c/o Citadel Investment Group, L.L.C.  
131 S. Dearborn Street, 32nd Floor  
Chicago, Illinois 60603

Designated Filer: Citadel Limited Partnership

Issuer and Ticker Symbol: Huntsman Corporation [HUN]

Date of Event Requiring Statement: 8/28/2008

**KENNETH GRIFFIN**

By: /s/ John C. Nagel  
John C. Nagel, attorney-in-fact \*

---

\* John C. Nagel is signing on behalf of Kenneth Griffin as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission on February 24, 2006, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Limited Partnership on Schedule 13G for Morgans Hotel Group Co.

---

**JOINT FILER INFORMATION**

Name: Citadel Advisors LLC

Address: c/o Citadel Investment Group II, L.L.C.  
131 S. Dearborn Street, 32nd Floor  
Chicago, Illinois 60603

Designated Filer: Citadel Limited Partnership

Issuer and Ticker Symbol: Huntsman Corporation [HUN]

Date of Event Requiring Statement: 8/28/2008

**CITADEL ADVISORS LLC**

By: Citadel Holdings II LP,  
its managing member

By: Citadel Investment Group II, L.L.C.,  
its General Partner

By: /s/ John C. Nagel  
John C. Nagel, Authorized Signatory

---



**JOINT FILER INFORMATION**

Name: Citadel Holdings I LP

Address: c/o Citadel Investment Group II, L.L.C.  
131 S. Dearborn Street, 32nd Floor  
Chicago, Illinois 60603

Designated Filer: Citadel Limited Partnership

Issuer and Ticker Symbol: Huntsman Corporation [HUN]

Date of Event Requiring Statement: 8/28/2008

**CITADEL HOLDINGS I LP**

By: Citadel Investment Group II, L.L.C.,  
its General Partner

By: /s/ John C. Nagel  
John C. Nagel, Authorized Signatory

---

**JOINT FILER INFORMATION**

Name: Citadel Holdings II LP

Address: c/o Citadel Investment Group II, L.L.C.  
131 S. Dearborn Street, 32nd Floor  
Chicago, Illinois 60603

Designated Filer: Citadel Limited Partnership

Issuer and Ticker Symbol: Huntsman Corporation [HUN]

Date of Event Requiring Statement: 8/28/2008

**CITADEL HOLDINGS II LP**

By: Citadel Investment Group II, L.L.C.,  
its General Partner

By: /s/ John C. Nagel  
John C. Nagel, Authorized Signatory

---

**JOINT FILER INFORMATION**

Name: Citadel Derivatives Group, LLC

Address: c/o Citadel Investment Group II, L.L.C.  
131 S. Dearborn Street, 32nd Floor  
Chicago, Illinois 60603

Designated Filer: Citadel Limited Partnership

Issuer and Ticker Symbol: Huntsman Corporation [HUN]

Date of Event Requiring Statement: 8/28/2008

**CITADEL DERIVATIVES GROUP LLC**

By: Citadel Limited Partnership,  
its Portfolio Manager

By: Citadel Investment Group, L.L.C.,  
its General Partner

By: /s/ John C. Nagel  
John C. Nagel, Authorized Signatory

---

**JOINT FILER INFORMATION**

Name: Citadel Derivatives Trading Ltd.

Address: c/o Citadel Investment Group II, L.L.C.  
131 S. Dearborn Street, 32nd Floor  
Chicago, Illinois 60603

Designated Filer: Citadel Limited Partnership

Issuer and Ticker Symbol: Huntsman Corporation [HUN]

Date of Event Requiring Statement: 8/28/2008

**CITADEL DERIVATIVES TRADING LTD.**

By: Citadel Limited Partnership,  
its Portfolio Manager

By: Citadel Investment Group, L.L.C.,  
its General Partner

By: /s/ John C. Nagel  
John C. Nagel, Authorized Signatory

---

**JOINT FILER INFORMATION**

Name: Citadel Investment Group II, L.L.C.  
Address: 131 S. Dearborn Street, 32nd Floor  
Chicago, Illinois 60603  
Designated Filer: Citadel Limited Partnership  
Issuer and Ticker Symbol: Huntsman Corporation [HUN]  
Date of Event Requiring Statement: 8/28/2008

**CITADEL INVESTMENT GROUP II, L.L.C.**

By: /s/ John C. Nagel  
John C. Nagel, Authorized Signatory

---