

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person CITADEL L P		2. Issuer Name and Ticker or Trading Symbol Huntsman CORP [HUN]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ <input checked="" type="checkbox"/> Other (specify below) _____ See note 1 in Remarks below	
(Last) (First) (Middle) C/O CITADEL INVESTMENT GROUP LLC, 131 S. DEARBORN STREET, 32ND FL		3. Date of Earliest Transaction (Month/Day/Year) 10/17/2008			
(Street) CHICAGO, IL 60603		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person _____ <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/17/2008		X		3,000	A	\$ 15	75,555	D (1)	
Common Stock	10/17/2008		X		9,800	D	\$ 12.5	65,755	D (1)	
Common Stock								25,055	D (2)	
Common Stock								18,438,300	D (3)	

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

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. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
PUT OPTION: HUNVC [OBLIGATION TO PURCHASE]	\$ 15	10/17/2008		X			30	(4)	10/17/2008	Common Stock	3,000	\$ 0	\$ 0	D (1)	
PUT OPTION: HUNVV [RIGHT TO SELL]	\$ 12.5	10/17/2008		X			98	(4)	10/17/2008	Common Stock	9,800	\$ 0	\$ 0	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 FL 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		10/22/2008
<small>**Signature of Reporting Person</small>		<small>Date</small>

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).

- (1) This security is owned by Citadel Derivatives Group LLC.
- (2) This security is owned by Citadel Derivatives Trading Group Ltd.
- (3) This security is owned by Citadel Equity Fund, Ltd.

(4) Where the security shown 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 the transaction reported. Where the security shown 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 the transaction reported. Each of the securities shown on Table II is an exchange-traded option contract. Exchange-traded options are immediately exercisable and remain exercisable until expiration. These options were acquired on various dates. The transactions shown resulted from the exercise of in-the-money option contracts by third parties and by Citadel Derivatives Group LLC.

Remarks:

Note 1: As a result of the potential arrangements between the Reporting Persons and others described in Item 4 of Amendment No. 2 to Schedule 13D filed by the Reporting Persons on September 10, 2008 ("Amendment No. 2") relating to the Issuer (each of which is 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).

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. 2.

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: 10/17/2008

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: 10/17/2008

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: 10/17/2008

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: 10/17/2008

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: 10/17/2008

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: 10/17/2008

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: 10/17/2008

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: 10/17/2008

CITADEL DERIVATIVES GROUP LLC

By: Citadel Limited Partnership,
its Managing Member

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: 10/17/2008

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: 10/17/2008

CITADEL INVESTMENT GROUP II, L.L.C.

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