FORM 4

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

OMB APPROVAL
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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).

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

(Middle) DRIVE 0 (Zip) 2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	Date O able I -	riginal	Filed(Mont	h/Day/Year))	6. Individu _X_ Form fil	or or or (give title belo I al or Joint/O ed by One Repo	President, C Group Filin	10% Owner Other (specif	
0 (Zip) 2. Transaction Date	4. If Amendment, To a contract of the contrac	3. Trai	Non-E)	_X_ Form fil	nal or Joint/O	Group Filin		cable Line)
(Zip) 2. Transaction Date	2A. Deemed Execution Date, if any	3. Trai		Derivative :	Saarwitia						
2. Transaction Date	2A. Deemed Execution Date, if any	3. Trai		Derivative	Caanuitia			_X_Form filed by One Reporting Person Form filed by More than One Reporting Person			
Date	Execution Date, if any	Code	nsactio		securitie	s Acqu	ired, Dispe	sed of, or I	Beneficially	y Owned	
		(msu.	8)	(A) or I	Disposed (), 4 and 5)	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		llowing	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Cod	e V	Amoun	(A) or (D)	Price				(I) (Instr. 4)	
03/14/2008		P		5,000		\$ 23.7	709,258			D	
03/14/2008		P		5,000			714,258			D	
03/17/2008		P		10,000			724,258	24,258		D	
							47,835,3	25		I	By HMP Equity Trust (1)
							12,000 🖸	D		I	By spouse a UGMA Custodia for Children
each class of secur	rities beneficially o	wned di	Pe	ersons wh ontained i	no respo n this fo	rm are	e not requ	ired to res	pond un	less	C 1474 (9-0
Table II -	Derivative Securit	ies Acq	uired,	Disposed	of, or Be	neficial	lly Owned				
3A. Deemed Execution Da	ate, if 4. Transaction Code	5.		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. T Am Und Sec	itle and ount of lerlying urities	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Owne Form Deriva Securi Direct or Ind	tive Ownersh y: (Instr. 4) rect
	Code V	(A) (E			on Title	Amount or e Number of Shares				
	Table II - 3A. Deemed Execution Data any	Table II - Derivative Securit (e.g., puts, calls, was any (Month/Day/Year) Table II - Derivative Securit (e.g., puts, calls, was any (Month/Day/Year) (Instr. 8)	Table II - Derivative Securities Acquers (e.g., puts, calls, warrants any (Month/Day/Year) Table II - Derivative Securities Acquers (e.g., puts, calls, warrants any (Month/Day/Year) [Tear] Acquir (A) or Disposor of (D) (Instr. 3) (Instr. 3)	Table II - Derivative Securities Acquired, (e.g., puts, calls, warrants, optionally (Month/Day/Year) Table II - Derivative Securities Acquired, (e.g., puts, calls, warrants, optionally (Month/Day/Year) Table II - Derivative Securities Acquired, (e.g., puts, calls, warrants, optionally (Instr. 8) Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, optionally (Instr. 8) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	reach class of securities beneficially owned directly or indirectly Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, conversed (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) 3A. Deemed Execution Date, if Code (Instr. 8) Execution Date (Instr. 8) Code (Instr. 8) Date Exercisable	P 5,000 A 103/17/2008 P 10,000 A Peach class of securities beneficially owned directly or indirectly. Persons who respectontained in this form displays a Table II - Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible securities and Execution Date, if Transaction Code (Instr. 8) Table II - Derivative Securities Acquired (A) or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable Date Expiration Date (Expiration Date (A) or Disposed of (D) (Instr. 3, 4, and 5)	P 5,000 A \$ 23.8 D3/17/2008 P 10,000 A \$ 23.5 Peach class of securities beneficially owned directly or indirectly. Persons who respond to contained in this form are the form displays a curre Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities) 3A. Deemed Execution Date, if any (Month/Day/Year) [Securities] Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable Expiration Date [Instr. 3, 4, and 5] Date Exercisable Expiration Title [Instr. 4] Date Exercisable Expiration Title [Instr. 4] Date Exercisable Expiration Title [Instr. 4] Date Exercisable Expiration Title [Instr. 5] Date Exercisable Expiration Title [Instr. 6] [Instr. 7] [Instr. 8] [Instr. 8]	P 5,000 A \$ 23.8 714,258 03/17/2008 P 10,000 A \$ 23.5 724,258 47,835,3: 12,000 (2) Persons who respond to the collect contained in this form are not required from displays a currently valid Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 3A. Deemed Execution Date (Code (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date (Instr. 3 and 4) Amount or Number (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Title Amount or Number (Instr. 3, 4, and 5) Amount or Number (Instr. 3, 4, and 5) Date Expiration Title Amount or Number (A) or Disposed of (D) (Instr. 3, 4, and 5)	P 5,000 A \$ 23.8 714,258 03/17/2008 P 10,000 A \$ 23.8 724,258 47,835,325 Persons who respond to the collection of infontained in this form are not required to resthe form displays a currently valid OMB cont Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) A. Deemed Execution Date, if and Experiation Date (Instr. 3, 4, and 5) Date Exercisable Date (Instr. 3, 4, and 5) Date Expiration Date of Number of Num	23.7 23.7 23.8 23	P 5,000 A S 23.8 714,258 D 23/17/2008 P 10,000 A S 23.5 724,258 D 47,835,325 I 12,000 12 I 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 Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) (a) 3A. Deemed Execution Date, if any (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8) Derivative Securities (Instr. 3) and (Instr. 4) Date Exercisable Expiration Date (A) or Disposed of (D) (Instr. 3, 4, and 5) [Instr. 3] Amount of Number of Numb

Relationships

Reporting Owner Name / Address	Director	10% Owner	Officer	Other	
Huntsman Peter R 10003 WOODLOCH FOREST DRIVE THE WOODLANDS, TX 77380	X	X	President, CEO		

Signatures

Rachel K. Muir, by Power of Attorney	03/18/2008		
**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).
- These shares are owned directly by HMP Equity Trust and indirectly by Huntsman Family Holdings Company LLC and Peter R. Huntsman. Peter R. Huntsman may be deemed to have a pecuniary interest in Huntsman Family Holdings Company LLC, a beneficiary of HMP Equity Trust, which holds dispositive power over certain shares

 (1) held by HMP Equity Trust. HMP Equity Trust is controlled by its trustees, including Peter R. Huntsman. Peter R. Huntsman disclaims beneficial ownership of the shares held
- (1) held by HMP Equity Trust. HMP Equity Trust is controlled by its trustees, including Peter R. Huntsman. Peter R. Huntsman disclaims beneficial ownership of the shares held by HMP Equity Trust, except to the extent of his pecuinary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of any of the reported shares for purposes of Section 16 or for any other purpose.
- Represents 2,000 shares held by spouse as Uniform Gifts to Minors Act custodian for each of six of the reporting person's children. The reporting person disclaims beneficial (2) ownership of these shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these 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.

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.