SEC Form 4

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

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 of Reporting Person * Huntsman Peter R			2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Huntsman CORP</u> [ HUN ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(Last)	(First) OCH FOREST DRIV	(Middle) E	3. Date of Earliest Transaction (Month/Day/Year) 02/16/2023	X X	Director Officer (give title below) Chairman, President	10% Owner Other (specify below) & CEO				
(Street) THE WOODLANDS (City)	TX (State)	77380 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	<ul> <li>6. Individual or Joint/Group Filing (Check Applicable Line)</li> <li>X Form filed by One Reporting Person</li> <li>Form filed by More than One Reporting Person</li> </ul>						
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									

## 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)	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	(Instr. 3 and 4)		(Instr. 4)
Common Stock	02/16/2023		<b>A</b> <sup>(1)</sup>		211,700	A	<b>\$</b> 0	6,003,598	D	
Common Stock	02/16/2023		F		83,304(2)	D	<b>\$</b> 0	5,920,294	D	
Common Stock	02/16/2023		A <sup>(3)</sup>		128,104	A	<b>\$</b> 0	6,048,398	D	
Common Stock	02/17/2023		F		18,358(4)	D	\$30.66	6,030,040	D	
Common Stock	02/17/2023		F		7,959 <sup>(4)</sup>	D	\$30.66	6,022,081	D	
Common Stock								191,000	I	By Spouse as UGMA Custodian <sup>(5)</sup>
Common Stock								843,657	I	By Spouse as UTMA Custodian for Children <sup>(6)</sup>
Common Stock								933,328	I	By P&B Capital, L.C.

	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)	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 Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	Form: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		

Explanation of Responses:

1. Represents the settlement of performance share units (PSUs) that were previously granted under Huntsman's stock incentive plans. The amount of shares to be received under the grant depended upon the achievement of performance goals during a three-year performance period from January 1, 2020 through December 31, 2022.

2. Shares automatically withheld upon payout of PSUs.

3. These shares of restricted stock granted under the Huntsman 2016 Stock Incentive Plan vest in three equal installments beginning February 16, 2024.

4. Shares automatically withheld upon vesting of restricted stock to satisfy tax withholding obligations.

5. Represents shares held by spouse as Uniform Gifts to Minors Act custodian for six of the reporting person's children. The reporting person disclaims beneficial 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.

6. Represents shares held by spouse as Utah Uniform Transfer to Minors Act custodian for eight of the reporting person's children. The reporting person disclaims beneficial 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

Remarks:

Rachel K. Muir, by Power of

Attorney

02/21/2023

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.