

Huntsman CORP  
Form SC 13D/A  
December 17, 2008

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

SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

Under the Securities Exchange Act of 1934  
(Amendment No. 4)\*

Huntsman Corporation  
(Name of Issuer)

Common Stock, \$0.01 par value  
(Title of Class of Securities)

447011107  
(CUSIP Number)

John C. Nagel  
Citadel Investment Group, L.L.C.  
131 S. Dearborn Street, 32nd Floor  
Chicago, Illinois 60603

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 15, 2008  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



CUSIP No. 447011107

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- 1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
  
Citadel Limited Partnership
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
  
(a) S  
(b) £
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS  
AF
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR 2(e)  
  
£
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- |              |    |                          |
|--------------|----|--------------------------|
|              | 7  | SOLE VOTING POWER        |
| NUMBER OF    |    | 0                        |
| SHARES       | 8  | SHARED VOTING POWER      |
| BENEFICIALLY |    | 7,200,748 shares         |
| OWNED BY     | 9  | SOLE DISPOSITIVE POWER   |
| EACH         |    | 0                        |
| REPORTING    | 10 | SHARED DISPOSITIVE POWER |
| PERSON       |    | See Row 8 above.         |
| WITH         |    |                          |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
See Row 8 above.  
£
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
£
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.07%\*
- 14 TYPE OF REPORTING PERSON  
PN, HC

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\* See Item 3 and Item 5.

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- 1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
  
Citadel Investment Group, L.L.C.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
  
(a)S  
(b)£
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS  
AF
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR 2(e)  
  
£
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- |              |    |                          |
|--------------|----|--------------------------|
|              | 7  | SOLE VOTING POWER        |
| NUMBER OF    |    | 0                        |
| SHARES       | 8  | SHARED VOTING POWER      |
| BENEFICIALLY |    | 7,200,748 shares         |
| OWNED BY     | 9  | SOLE DISPOSITIVE POWER   |
| EACH         |    | 0                        |
| REPORTING    | 10 | SHARED DISPOSITIVE POWER |
| PERSON       |    | See Row 8 above.         |
| WITH         |    |                          |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
See Row 8 above.  
£
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
£
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.07%\*
- 14 TYPE OF REPORTING PERSON  
OO, HC

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\* See Item 3 and Item 5.



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- 1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
- Citadel Equity Fund Ltd.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
- (a) S  
(b) £
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS  
WC
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
- £
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands
- |              |                  |                          |
|--------------|------------------|--------------------------|
|              | 7                | SOLE VOTING POWER        |
| NUMBER OF    | 0                |                          |
| SHARES       | 8                | SHARED VOTING POWER      |
| BENEFICIALLY | 7,200,748 shares |                          |
| OWNED BY     | 9                | SOLE DISPOSITIVE POWER   |
| EACH         | 0                |                          |
| REPORTING    | 10               | SHARED DISPOSITIVE POWER |
| PERSON       | See Row 8 above. |                          |
| WITH         |                  |                          |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- See Row 8 above.
- £
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- £
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.07%\*
- 14 TYPE OF REPORTING PERSON  
CO

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\* See Item 3 and Item 5.



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- 1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
  
Citadel Investment Group II, L.L.C.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
  
(a) S  
(b) £
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS  
AF
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR 2(e)  
  
£
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- |              |    |                          |
|--------------|----|--------------------------|
| NUMBER OF    | 7  | SOLE VOTING POWER        |
| SHARES       | 8  | 0                        |
| BENEFICIALLY |    | SHARED VOTING POWER      |
| OWNED BY     |    | 7,200,748 shares         |
| EACH         | 9  | SOLE DISPOSITIVE POWER   |
| REPORTING    | 10 | 0                        |
| PERSON       |    | SHARED DISPOSITIVE POWER |
| WITH         |    | See Row 8 above.         |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
See Row 8 above.  
£
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
£
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.07%\*
- 14 TYPE OF REPORTING PERSON  
OO, HC

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\* See Item 3 and Item 5.





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- 1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
  
Citadel Holdings I LP
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
  
(a)S  
(b)£
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS  
AF
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)  
OR 2(e)  
  
£
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- |              |    |                          |
|--------------|----|--------------------------|
|              | 7  | SOLE VOTING POWER        |
| NUMBER OF    |    | 0                        |
| SHARES       | 8  | SHARED VOTING POWER      |
| BENEFICIALLY |    | 7,200,748 shares         |
| OWNED BY     | 9  | SOLE DISPOSITIVE POWER   |
| EACH         |    | 0                        |
| REPORTING    | 10 | SHARED DISPOSITIVE POWER |
| PERSON       |    | See Row 8 above.         |
| WITH         |    |                          |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
See Row 8 above.  
£
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
  
£