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).

CUSIF	No. 447011107	Page 2 of 15 Pages		
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)			
	Citadel Limited Partn	ership		
2	CHECK THE APPRO	OPRIATE BOX IF A ME	(a	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 OR 2(e)			
				£
6	CITIZENSHIP OR PI Delaware	LACE OF ORGANIZAT	TION	
		7	SOLE VOTING POWER	
	NUMBER OF SHARES	8	0 SHARED VOTING POWER	
	BENEFICIALLY OWNED BY EACH	9	7,200,748 shares SOLE DISPOSITIVE POWER 0	
	REPORTING PERSON WITH	10	SHARED DISPOSITIVE POWER See Row 8 above.	
11	AGGREGATE AMO	UNT BENEFICIALLY	OWNED BY EACH REPORTING PERSON	C
12	L See Row 8 above. 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				

* See Item 3 and Item 5.

CUSIF	PNo. 447011107		Page 3 of 15 Pages		
1	NAME OF REPOR I.R.S. IDENTIFICA		BOVE PERSON (ENTITIES ONLY)		
	Citadel Investment (Group, L.L.C.			
2	CHECK THE APPR	ROPRIATE BOX	IF A MEMBER OF A GROUP	(a)S (b)£	
3	SEC USE ONLY				
4	SOURCE OF FUNI	DS			
5	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)				
				£	
6	CITIZENSHIP OR I Delaware	PLACE OF ORG	ANIZATION		
	Delaware	7	SOLE VOTING POWER		
	NUMBER OF		0		
	SHARES	8	SHARED VOTING POWER		
	BENEFICIALLY	0	7,200,748 shares		
	OWNED BY	9	SOLE DISPOSITIVE POWER		
	EACH REPORTING	10	0 SHARED DISPOSITIVE POWER		
	PERSON	10	See Row 8 above.		
	WITH		See Row 6 above.		
11		OUNT BENEFIC	IALLY OWNED BY EACH REPORTING PERSON		
				£	
	See Row 8 above.				
12	CHECK BOX IF TH	IE AGGREGATI	E AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
				£	
13	PERCENT OF CLA 3.07%*	SS REPRESENT	ED BY AMOUNT IN ROW (11)		
14	TYPE OF REPORT	ING PERSON			

OO, HC

^{*} See Item 3 and Item 5.

CUSIP No. 447011107			Page 4 of 15 Pages	Page 4 of 15 Pages		
1	NAME OF REPOR I.R.S. IDENTIFICA		ABOVE PERSON (ENTITIES ONLY)			
	Citadel Equity Fund	l Ltd.				
2		ROPRIATE BOZ	X IF A MEMBER OF A			
	GROUP			(a) C		
				(a)S (b)£		
				(-)		
3	SEC USE ONLY					
4	SOURCE OF FUNI	DS				
-	WC	20				
5	CHECK BOX IF D	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)				
	OR 2(e)			0		
				£		
6	CITIZENSHIP OR	PLACE OF OR	GANIZATION			
	Cayman Islands					
		7	SOLE VOTING POWER			
	NUMBER OF		0			
	SHARES	8	SHARED VOTING POWER			
	BENEFICIALLY	0	7,200,748 shares			
	OWNED BY EACH	9	SOLE DISPOSITIVE POWER			
	REPORTING	10	SHARED DISPOSITIVE POWER			
	PERSON	10	See Row 8 above.			
	WITH					
11		OUNT BENEFI	CIALLY OWNED BY EACH REPORTING PERSON			
				£		
	See Row 8 above.					
12	CHECK BOX IF T	HE AGGREGAT	TE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
				£		
13	PERCENT OF CLA	ASS REPRESEN	TED BY AMOUNT IN ROW (11)			
15	3.07%*	100 KEI KEOEN				
14	TYPE OF REPORT	ING PERSON				
	CO					

^{*} See Item 3 and Item 5.

CUSIP No. 447011107			Page 5 of 15 Pages	
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)			
	Citadel Investment Gro	oup II, L.L.C.		
2	CHECK THE APPRO	PRIATE BOX IF A MEN	MBER OF A GROUP (a) (b)	
3	SEC USE ONLY			
4	SOURCE OF FUNDS AF			
5	CHECK BOX IF DISC OR 2(e)	CLOSURE OF LEGAL P	PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) £
				~
6	CITIZENSHIP OR PL Delaware	ACE OF ORGANIZATI	ON	
		7	SOLE VOTING POWER	
	NUMBER OF SHARES BENEFICIALLY	8	0 SHARED VOTING POWER 7,200,748 shares	
	OWNED BY EACH	9	SOLE DISPOSITIVE POWER	
	EACH REPORTING PERSON WITH	10	SHARED DISPOSITIVE POWER See Row 8 above.	
11		JNT BENEFICIALLY O	WNED BY EACH REPORTING PERSON	£
12	See Row 8 above. CHECK BOX IF THE	AGGREGATE AMOUN	NT 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			

^{*} See Item 3 and Item 5.

CUSIP No. 447011107			Page 6 of 15 Pages		
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)				
	Citadel Holdings I LP				
2	CHECK THE APPRO	PRIATE BOX IF A MEN	MBER 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)				
	0112(0)			£	
6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware					
		7	SOLE VOTING POWER		
	NUMBER OF		0		
	SHARES	8	SHARED VOTING POWE	R	
	BENEFICIALLY OWNED BY	9	7,200,748 shares SOLE DISPOSITIVE POW	/ED	
	EACH	9	0	/ EK	
	REPORTING	10	SHARED DISPOSITIVE P	POWER	
	PERSON WITH	10	See Row 8 above.	o wilk	
11	AGGREGATE AMOU	UNT BENEFICIALLY O	WNED BY EACH REPORT		
				£	

See Row 8 above.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

£