

Huntsman CORP
Form SC 13D
February 22, 2005

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

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

Huntsman Corporation

(Name of Issuer)

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

447011 10 7
(CUSIP Number)

Samuel D. Scruggs, 500 Huntsman Way, Salt Lake City, Utah 84108, (801) 584-5700
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 16, 2005
(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: 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).

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CUSIP No. 447011 10 7

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
HMP Equity Trust

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)
(b) Joint Filing

3. SEC Use Only

4. Source of Funds (See Instructions)
00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

0

6. Citizenship or Place of Organization
Delaware

Number of
Shares
Beneficially

7. Sole Voting Power
-0-

Owned by
Each
Reporting

8. Shared Voting Power
129,776,387

Person
With

9. Sole Dispositive Power
-0-

10. Shared Dispositive Power
129,776,387

11. Aggregate Amount Beneficially Owned by Each Reporting Person
129,776,387

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

0

13. Percent of Class Represented by Amount in Row (11)
58.9%

14. Type of Reporting Person (See Instructions)
00

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CUSIP No. 447011 10 7

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
Huntsman Family Holdings Company LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)
(b) Joint Filing

3. SEC Use Only

4. Source of Funds (See Instructions)
00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) 0

6. Citizenship or Place of Organization
Delaware

Number of
Shares
Beneficially

7. Sole Voting Power
-0-

Owned by
Each
Reporting

8. Shared Voting Power
129,776,387

Person
With

9. Sole Dispositive Power
-0-

10. Shared Dispositive Power
129,776,387

11. Aggregate Amount Beneficially Owned by Each Reporting Person
129,776,387

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 0

13. Percent of Class Represented by Amount in Row (11)
58.9%

14. Type of Reporting Person (See Instructions)
00

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CUSIP No. 447011 10 7

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
Jon M. Huntsman

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)
(b) Joint Filing

3. SEC Use Only

4. Source of Funds (See Instructions)
00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) 0

6. Citizenship or Place of Organization
United States of America

Number of
Shares
Beneficially

7. Sole Voting Power
-0-

Owned by
Each
Reporting

8. Shared Voting Power
129,776,387

Person
With

9. Sole Dispositive Power
-0-

10. Shared Dispositive Power
129,776,387

11. Aggregate Amount Beneficially Owned by Each Reporting Person
129,776,387

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 0

13. Percent of Class Represented by Amount in Row (11)
58.9%

14. Type of Reporting Person (See Instructions)
IN

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CUSIP No. 447011 10 7

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
Peter R. Huntsman

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)
(b) Joint Filing

3. SEC Use Only

4. Source of Funds (See Instructions)
00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) 0

6. Citizenship or Place of Organization
United States of America

Number of
Shares
Beneficially

7. Sole Voting Power
362,843

Owned by
Each
Reporting

8. Shared Voting Power
129,776,387

Person
With

9. Sole Dispositive Power
212,709

10. Shared Dispositive Power
129,776,387

11. Aggregate Amount Beneficially Owned by Each Reporting Person
130,139,230

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 0

13. Percent of Class Represented by Amount in Row (11)
59.0%

14. Type of Reporting Person (See Instructions)
IN

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CUSIP No. 447011 10 7

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
MatlinPatterson Global Opportunities Partners L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)
(b) Joint Filing

3. SEC Use Only

4. Source of Funds (See Instructions)
00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

0

6. Citizenship or Place of Organization
Delaware

Number of
Shares
Beneficially

7. Sole Voting Power
-0-

Owned by
Each
Reporting

8. Shared Voting Power
129,776,387

Person
With

9. Sole Dispositive Power
-0-

10. Shared Dispositive Power
129,776,387

11. Aggregate Amount Beneficially Owned by Each Reporting Person
129,776,387

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

0

13. Percent of Class Represented by Amount in Row (11)
58.9%

14. Type of Reporting Person (See Instructions)
PN

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CUSIP No. 447011 10 7

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
MatlinPatterson Global Opportunities Partners B, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)
(b) Joint Filing

3. SEC Use Only

4. Source of Funds (See Instructions)
00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
Delaware

Number of
Shares
Beneficially

7. Sole Voting Power
-0-

Owned by
Each
Reporting

8. Shared Voting Power
129,776,387

Person
With

9. Sole Dispositive Power
-0-

10. Shared Dispositive Power
129,776,387

11. Aggregate Amount Beneficially Owned by Each Reporting Person
129,776,387

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)
58.9%

14. Type of Reporting Person (See Instructions)
PN

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CUSIP No. 447011 10 7

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
MatlinPatterson Global Opportunities Partners (Bermuda) L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)
(b) Joint Filing

3. SEC Use Only

4. Source of Funds (See Instructions)
00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) 0

6. Citizenship or Place of Organization
Bermuda

Number of
Shares
Beneficially

7. Sole Voting Power
-0-

Owned by
Each
Reporting

8. Shared Voting Power
129,776,387

Person
With

9. Sole Dispositive Power
-0-

10. Shared Dispositive Power
129,776,387

11. Aggregate Amount Beneficially Owned by Each Reporting Person
129,776,387

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 0

13. Percent of Class Represented by Amount in Row (11)
58.9%

14. Type of Reporting Person (See Instructions)
PN

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CUSIP No. 447011 10 7

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
MatlinPatterson Global Advisers LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)
(b) Joint Filing

3. SEC Use Only

4. Source of Funds (See Instructions)
00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) 0

6. Citizenship or Place of Organization
Delaware

Number of
Shares
Beneficially

7. Sole Voting Power
-0-

Owned by
Each
Reporting

8. Shared Voting Power
129,776,387

Person
With

9. Sole Dispositive Power
-0-

10. Shared Dispositive Power
129,776,387

11. Aggregate Amount Beneficially Owned by Each Reporting Person
129,776,387

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 0

13. Percent of Class Represented by Amount in Row (11)
58.9%

14. Type of Reporting Person (See Instructions)
IA

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CUSIP No. 447011 10 7

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
David J. Matlin

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)
(b) Joint Filing

3. SEC Use Only

4. Source of Funds (See Instructions)
00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6. Citizenship or Place of Organization
United States of America

Number of
Shares
Beneficially

7. Sole Voting Power
-0-

Owned by
Each
Reporting

8. Shared Voting Power
129,776,387

Person
With

9. Sole Dispositive Power
-0-

10. Shared Dispositive Power
129,776,387

11. Aggregate Amount Beneficially Owned by Each Reporting Person
129,776,387

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o

13. Percent of Class Represented by Amount in Row (11)
58.9%

14. Type of Reporting Person (See Instructions)
IN

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CUSIP No. 447011 10 7

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
Christopher R. Pechock

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)
(b) Joint Filing

3. SEC Use Only

4. Source of Funds (See Instructions)
00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
United States of America

Number of
Shares
Beneficially

7. Sole Voting Power
-0-

Owned by
Each
Reporting

8. Shared Voting Power
129,776,387

Person
With

9. Sole Dispositive Power
-0-

10. Shared Dispositive Power
129,776,387

11. Aggregate Amount Beneficially Owned by Each Reporting Person
129,776,387

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)
58.9%

14. Type of Reporting Person (See Instructions)
IN

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CUSIP No. 447011 10 7

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
MatlinPatterson Asset Management LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)
(b) Joint Filing

3. SEC Use Only

4. Source of Funds (See Instructions)
00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
Delaware

Number of
Shares
Beneficially

7. Sole Voting Power
-0-

Owned by
Each
Reporting

8. Shared Voting Power
129,776,387

Person
With

9. Sole Dispositive Power
-0-

10. Shared Dispositive Power
129,776,387

11. Aggregate Amount Beneficially Owned by Each Reporting Person
129,776,387

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)
58.9%

14. Type of Reporting Person (See Instructions)
HC

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CUSIP No. 447011 10 7

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
MatlinPatterson Global Partners LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)
(b) Joint Filing

3. SEC Use Only

4. Source of Funds (See Instructions)
00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) 0

6. Citizenship or Place of Organization
Delaware

Number of
Shares
Beneficially

7. Sole Voting Power
-0-

Owned by
Each
Reporting

8. Shared Voting Power
129,776,387

Person
With

9. Sole Dispositive Power
-0-

10. Shared Dispositive Power
129,776,387

11. Aggregate Amount Beneficially Owned by Each Reporting Person
129,776,387

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 0

13. Percent of Class Represented by Amount in Row (11)
58.9%

14. Type of Reporting Person (See Instructions)
HC

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CUSIP No. 447011 10 7

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
Mark R. Patterson

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)
(b) Joint Filing

3. SEC Use Only

4. Source of Funds (See Instructions)
00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) 0

6. Citizenship or Place of Organization
United States of America

Number of
Shares
Beneficially

7. Sole Voting Power
-0-

Owned by
Each
Reporting

8. Shared Voting Power
129,776,387

Person
With

9. Sole Dispositive Power
-0-

10. Shared Dispositive Power
129,776,387

11. Aggregate Amount Beneficially Owned by Each Reporting Person
129,776,387

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 0

13. Percent of Class Represented by Amount in Row (11)
58.9%

14. Type of Reporting Person (See Instructions)
IN

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CUSIP No. 447011 10 7

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
MatlinPatterson LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)
(b) Joint Filing

3. SEC Use Only

4. Source of Funds (See Instructions)
00

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) 0

6. Citizenship or Place of Organization
Delaware

Number of
Shares
Beneficially

7. Sole Voting Power
-0-

Owned by
Each
Reporting

8. Shared Voting Power
129,776,387

Person
With

9. Sole Dispositive Power
-0-

10. Shared Dispositive Power
129,776,387

11. Aggregate Amount Beneficially Owned by Each Reporting Person
129,776,387

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 0
