

Huntsman CORP  
Form 8-K  
February 10, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **February 5, 2006**

**Huntsman Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-32427**  
(Commission  
File Number)

**42-1648585**  
(IRS Employer  
Identification No.)

**500 Huntsman Way**  
**Salt Lake City, Utah**  
(Address of principal executive offices)

**84108**  
(Zip Code)

Registrant's telephone number, including area code: **(801) 584-5700**

**Not applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events.**

On July 6, 2005, we sold our toluene di-isocyanate ( TDI ) business to BASF. The sale involved the transfer of our TDI customer list and sales contracts. We further agreed to discontinue the use of our remaining TDI assets, including our Geismar, Louisiana TDI manufacturing equipment. Accordingly, we have reclassified our TDI business as a discontinued operation in our consolidated financial statements and notes as required by Statement of Financial Accounting Standards ( SFAS ) No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*. This report contains a revised presentation of the consolidated financial statements and notes that were originally included in our annual report on Form 10-K for the year ended December 31, 2004, which reflects the reclassification of our TDI business to discontinued operations. We are filing these revised consolidated financial statements and notes at this time so that they will be incorporated by reference into a registration statement on Form S-8 that we intend to file on February 10, 2006. The revised consolidated financial statements and notes are attached hereto as Exhibit 99.1 and are incorporated herein by reference. The impact of this reclassification on our consolidated statements of operations was not material and is quantified in Note 27 to our consolidated financial statements, which is contained in Exhibit 99.1.

On February 5, 2006, we issued the press release attached hereto as Exhibit 99.2, which is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit 99.1 Consolidated financial statements and notes of Huntsman Corporation

Exhibit 99.2 Press release dated February 5, 2006.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HUNTSMAN CORPORATION

/s/ John R. Heskett  
John R. Heskett  
Vice President, Corporate Development  
and Investor Relations

Dated: February 10, 2006

**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Consolidated financial statements and notes of Huntsman Corporation
99.2	Press release dated February 5, 2006