

ACCESS INDUSTRIES INC
Form 4
February 16, 2012

FORM 4

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

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
AI INTERNATIONAL
CHEMICALS S.A.R.L.

2. Issuer Name and Ticker or Trading Symbol
LyondellBasell Industries N.V.
[LYB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
15-17 AVE. GASTON DIDERICH
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2012

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

LUXEMBOURG, N4 L-1420

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | Code V | Amount | Price | |
| Class A Ordinary Shares | 02/14/2012 | | | S | 479,161 | D | \$ 44.63 (4) |
| Class A Ordinary Shares | 02/14/2012 | | | S | 648,651 | D | \$ 45.55 (5) |
| Class A Ordinary Shares | 02/14/2012 | | | S | 1,779 | D | \$ 44.63 (4) |
| Class A Ordinary Shares | 02/14/2012 | | | S | 2,409 | D | \$ 45.55 |
| | | | | | | I | By partnership (2) |
| | | | | | | I | By partnership |

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| Shares | | | | | (5) | | | (2) |
|-------------------------|------------|---|-----------|---|----------|------------|-------|--------------------|
| Class A Ordinary Shares | 02/15/2012 | S | 8,812,231 | D | \$ 43.86 | 79,961,051 | D (1) | |
| Class A Ordinary Shares | 02/15/2012 | S | 32,742 | D | \$ 43.86 | 297,080 | I | By partnership (2) |
| Class A Ordinary Shares | | | | | | 208,262 | I | By partnership (3) |

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

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 control number.

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(9-02)

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) | 4. 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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| AI INTERNATIONAL CHEMICALS S.A.R.L. 15-17 AVE. GASTON DIDERICH LUXEMBOURG, N4 L-1420 | | X | | |
| AI INVESTMENTS HOLDINGS LLC 730 FIFTH AVENUE NEW YORK, NY 10019 | | X | | |
| | | X | | |

| | | |
|---|---|--------------------------------|
| AI SMS L.P. TRINITY CHAMBERS, ROAD TOWN TORTOLA, D8 | | |
| AI SMS GP Ltd TRINITY CHAMBERS, ROAD TOWN TORTOLA, D8 | X | |
| ACCESS INDUSTRIES, LLC 730 FIFTH AVENUE NEW YORK, NY 10019 | X | |
| ACCESS INDUSTRIES MANAGEMENT, LLC 730 FIFTH AVENUE NEW YORK, NY 10019 | X | |
| Blavatnik Len 730 FIFTH AVENUE NEW YORK, NY 10019 | X | |
| ALTEP 2010 L.P. 730 FIFTH AVENUE NEW YORK, NY 10019 | | Member of group with 10% owner |
| ALTEP 2011 L.P. 730 FIFTH AVENUE NEW YORK, NY 10019 | | Member of group with 10% owner |
| ACCESS INDUSTRIES INC 730 FIFTH AVENUE NEW YORK, NY 10019 | | Affiliate of Member of a Group |

Signatures

| | | |
|--|---------------------------------|------------|
| /s/ Alejandro Moreno for AI International Chemicals S.A.R.L., AI Investments Holdings LLC, Access Industries, LLC, Access Industries Management, LLC, Altep 2010 L.P., Altep 2011 L.P. and Access Industries, Inc. and as Attorney-in-Fact for Mr. Blavatnik | | 02/15/2012 |
| | __Signature of Reporting Person | Date |
| /s/ Ronan J.E. Kuczaj for Belvaux Management Limited for AI SMS L.P. and AI SMS GP Limited | | 02/15/2012 |
| | __Signature of Reporting Person | Date |

Explanation of Responses:

- * 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).
The securities reported are held directly by AI International Chemicals S.A.R.L. ("AIIC") and may be deemed to be held indirectly by each of the other reporting persons (other than Altep 2010 L.P., Altep 2011 L.P. and Access Industries, Inc.), because AIIC is a wholly owned subsidiary of AI Investments Holdings LLC, which is a wholly owned subsidiary of AI SMS L.P., a partnership of which AI SMS
- (1) GP Limited is the general partner, which is a wholly owned subsidiary of Access Industries, LLC, which is controlled by Access Industries Management, LLC, which is controlled by Mr. Blavatnik. Each of the reporting persons (other than AIIC) disclaims beneficial ownership of these securities, except to the extent of its or his pecuniary interest therein, and this Form shall not be construed as an admission that any such reporting person is the beneficial owner of any of the securities reported on this Form.
 - (2) The securities reported are held directly by Altep 2010 L.P. ("Altep 2010") and may be deemed to be beneficially owned by Access Industries, Inc. and Mr. Blavatnik because Access Industries, Inc. is the general partner of Altep 2010 and Mr. Blavatnik controls Access Industries, Inc. Each of the reporting persons (other than Altep 2010) disclaims beneficial ownership of these securities, except to the

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extent of its or his pecuniary interest therein, and this Form shall not be construed as an admission that any such reporting person is the beneficial owner of any such securities.

The securities reported are held directly by Altep 2011 L.P. ("Altep 2011") and may be deemed to be beneficially owned by Access Industries, Inc. and Mr. Blavatnik because Access Industries, Inc. is the general partner of Altep 2011 and Mr. Blavatnik controls Access

- (3) Industries, Inc. Each of the reporting persons (other than Altep 2011) disclaims beneficial ownership of these securities, except to the extent of its or his pecuniary interest therein, and this Form shall not be construed as an admission that any such reporting person is the beneficial owner of any such securities.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.50 to \$45.45, inclusive. The reporting person undertakes to provide to LyondellBasell Industries N.V., any security holder of LyondellBasell Industries N.V., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (4) and (5) to this Form 4.

- (4) Industries N.V., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (4) and (5) to this Form 4.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.50 to \$45.86, inclusive.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.