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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
Class A Ordinary Shares						208,262	I

By partnership (2)  
By partnership (3)

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

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SEC 1474 (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. 3)
				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.

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