

LyondellBasell Industries N.V.
Form 4
December 31, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 AVENUE GASTON
DIDERICH

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/29/2014

____ 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 (A) or (D) Price | | | |
| Ordinary shares | 12/29/2014 | | J ⁽¹⁾ | 20,000,000 D <u>(1)</u> | 52,372,438 <u>(2)</u> | D <u>(2)</u> | |
| Ordinary shares | 12/30/2014 | | J ⁽³⁾ | 68,372,438 D <u>(3)</u> | 0 <u>(3)</u> | I <u>(3)</u> | through subsidiary |
| Ordinary shares | | | | | 20,000,000 | D <u>(4)</u> | |

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Owned Beneficially (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
| | | | | 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 AVENUE GASTON DIDERICH LUXEMBOURG, N4 L-1420 | | X | | |
| AI INVESTMENTS HOLDINGS LLC 730 FIFTH AVENUE, 20TH FL NEW YORK, NY 10019 | | X | | |
| AIPH Holdings LLC 730 FIFTH AVENUE, 20TH FL NEW YORK, NY 10019 | | X | | |

Signatures

| | |
|----------------------------------------------------------|------------|
| /s/ Alejandro Moreno for AI International Chemicals Sarl | 12/30/2014 |
| **Signature of Reporting Person | Date |
| /s/ Alejandro Moreno for AI Investments Holdings LLC | 12/30/2014 |
| **Signature of Reporting Person | Date |
| /s/ Alejandro Moreno for AIPH Holdings LLC | 12/30/2014 |
| **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).

(1) Reflects a distribution of 20,000,000 ordinary shares by AI International Chemicals Sarl ("AIIC") to AI Investment Holdings LLC ("AIIH"), which then transferred such shares to its parent company, AIPH Holdings LLC ("AIPH").

(2) The securities reported are held directly by AIIC and may be deemed to be beneficially owned by AIIH because AIIH holds a majority of the outstanding voting interests in AIIC. Each of AIPH and AIIH disclaim beneficial ownership of the securities held directly by AIIC except to the extent of any pecuniary interest therein.

(3) Reflects a distribution of interests in subsidiaries, as part of an internal corporate restructuring, that indirectly may be deemed to beneficially own the 52,372,438 ordinary shares held directly by AIIC and 16,000,000 ordinary shares held directly by AI European Holdings Sarl.

(4) These securities are held directly by AIPH. Each of AIIC and AIIH disclaim beneficial ownership of the securities held directly by AIPH.

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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