

LyondellBasell Industries N.V.
Form 4
November 14, 2011

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 *
Apollo Management Holdings GP, LLC

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)

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

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

9 W. 57TH STREET, 43RD FLOOR

11/09/2011

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

NEW YORK, NY 10019

(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 Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Ordinary shares	11/09/2011		P		926,624	A	\$ 34.01	165,824,989	I	See footnote (1)
Ordinary shares	11/10/2011		P		1,065,100	A	\$ 34.55	166,890,089	I	See footnote (1)
Ordinary shares	11/11/2011		P		11,060	A	\$ 34.75	166,901,149	I	See footnote (1)

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

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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. 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

Apollo Management Holdings GP, LLC
9 W. 57TH STREET
43RD FLOOR
NEW YORK, NY 10019

X

Apollo Management Holdings, L.P.
9 W. 57TH STREET
43RD FLOOR
NEW YORK, NY 10019

X

Apollo Management VII, L.P.
2711 CENTERVILLE ROAD, SUITE 400
WILMINGTON, DE 19808

X

AIF VII Management, LLC
9 W. 57TH STREET
43RD FLOOR
NEW YORK, NY 10019

X

Apollo Management, L.P.
2 MANHATTANVILLE ROAD
SUITE 203
PURCHASE, NY 10577

X

X

Apollo Management GP, LLC
 TWO MANHATTANVILLE ROAD
 SUITE 203
 PURCHASE, NY 10577

Apollo Capital Management, L.P.
 9 WEST 57TH STREET X
 NEW YORK, NY 10019

Apollo Capital Management GP, LLC
 9 WEST 57TH STREET X
 NEW YORK, NY 10019

Apollo Principal Holdings II GP, LLC
 9 W. 57TH ST. X
 43RD FLOOR
 NEW YORK, NY 10019

LeverageSource, L.P.
 87 MARY STREET, GEORGE TOWN X
 GRAND CAYMAN, E9 KY1-9005

Signatures

[see signatures attached as Exhibit 11/14/2011
 99.2]

__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) See Exhibit 99.1.

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.