

Apollo Principal Holdings II GP, LLC
 Form 4
 August 08, 2013

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 _____ 10% Owner
 _____ Officer (give title below) _____ Other (specify below)

9 W. 57TH STREET, 43RD FLOOR

05/05/2011

(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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Ordinary shares	05/05/2011		J ⁽¹⁾	5,430 (2) A \$ 41.65 (4)	70,711,638 (5)	I	See footnote (6)
Ordinary shares	05/09/2012		J ⁽¹⁾	6,013 (3) A \$ 40.1 (4)	70,717,651	I	See footnote (6)
Ordinary shares	05/22/2013		J ⁽¹⁾	2,075 A \$ 65.07 (4)	70,719,726	I	See footnote (6)

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

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SEC 1474 (9-02)

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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 Following Transaction (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 - 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		
Apollo Management GP, LLC TWO MANHATTANVILLE ROAD		X		

SUITE 203
PURCHASE, NY 10577

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

Apollo Capital Management, L.P.
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 08/08/2013
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.
 - (2) See Exhibit 99.1.
 - (3) See Exhibit 99.1.
 - (4) See Exhibit 99.1.
 - (5) See Exhibit 99.1.
 - (6) 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.
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