

CELANESE CORP

Reported by
JOHNSTON LORI A

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/19/12 for the Period Ending 10/17/12

Address	222 W. LAS COLINAS BLVD., SUITE 900N IRVING, TX, 75039-5421
Telephone	972-443-4000
CIK	0001306830
Symbol	CE
SIC Code	2820 - Plastic Material, Synthetic Resin/Rubber, Cellulos (No Glass)
Industry	Commodity Chemicals
Sector	Basic Materials
Fiscal Year	12/31

FORM 4

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

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Johnston Lori A (Last) (First) (Middle) C/O CELANESE CORPORATION, 222 W. LAS COLINAS BLVD., SUITE 900N (Street) IRVING, TX 75039-5421 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Celanese Corp [CE] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">10/17/2012</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___ 10% Owner ___ <input checked="" type="checkbox"/> ___ Officer (give title below) ___ Other (specify below) SVP, Human Resources 6. Individual or Joint/Group Filing (Check Applicable Line) ___ <input checked="" type="checkbox"/> Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line) ___ <input checked="" type="checkbox"/> Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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				
Series A Common Stock	10/17/2012		A		50067 (1)		A	\$0	50067	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Nonqualified Stock Option (right to buy)	\$37.55	10/17/2012		A	57085	(2)	10/17/2019	Series A Common Stock	57085.0	\$0	57085	D	

Explanation of Responses:

- (1) Restricted stock units granted pursuant to the Company's 2009 Global Incentive Plan, as Amended and Restated April 19, 2012. Each restricted stock unit represents a contingent right to receive one share of Series A Common Stock. The restricted stock units will vest, subject to continued employment, with respect to 33.3% of the restricted stock units on each of October 17, 2013 and October 17, 2014, and with respect to 33.4% of the restricted stock units on October 17, 2015.
- (2) Granted pursuant to the Company's 2009 Global Incentive Plan, as Amended and Restated April 19, 2012. The options will vest, subject to continued employment, with respect to 33.3% of the options on each of October 17, 2013 and October 17, 2014, and with respect to 33.4% of the options on October 17, 2015.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnston Lori A C/O CELANESE CORPORATION			SVP, Human Resources	

222 W. LAS COLINAS BLVD., SUITE 900N				
IRVING, TX 75039-5421				

Signatures

/s/ Jennifer L. Brevelle, Attorney-in-Fact for Lori A. Johnston

10/19/2012

** Signature of Reporting Person

Date

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

* 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).

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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