

CELANESE CORP Filed by **BANK OF AMERICA CORP /DE/**

FORM SC 13G/A (Amended Statement of Ownership)

Filed 02/12/09

Address 222 W. LAS COLINAS BLVD., SUITE 900N

IRVING, TX, 75039-5421

Telephone 972-443-4000

> CIK 0001306830

Symbol CE

SIC Code 6021 - National Commercial Banks

Industry **Banks**

Financials Sector

Fiscal Year 12/31

SECURITIES AND EXCHANGE COMMISSION

	SCHEDULE 13G
NDER TI	HE SECURITIES EXCHANGE ACT OF 193- (Amendment No. 1)*
	CELANESE CORP
	(Name of Issuer)
	COMMON STOCK
	(Title of Class of Securities)
	150870103
	(CUSIP Number)
	December 31, 2008

Check the appropriate box to designate the Rule pursuant to which this Schedule is filed:

Rule 13d - 1(b)[X] Rule 13d - 1(c)[] Rule 13d - 1(d)[]

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes.)

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4	NAMES OF DEPONENCE DEDOOMS	
1	NAMES OF REPORTING PERSONS	OVE DEDGONG (ENEMELES
	I.R.S. IDENTIFICATION NO. OF ABO	OVE PERSONS (ENTITIES
	ONLY):	
		50,000000
	Bank of America Corporation	56-0906609
2	CHECK THE APPROPRIATE BOX IF A M	MEMBER OF A GROUP (See
	Instructions) (a) []	
	(b) []	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZA	ATION
		Delaware
	5 SOLE VOTING POWER	
		0
NUMBER OF	6 SHARED VOTING POWER	
SHARES	0 SHARED VOTING POWER	8,323,509
BENEFICIALLY		0,323,307
OWNED BY EACH	7 SOLE DISPOSITIVE POWER	
REPORTING		0
PERSON WITH		
		0 - 10 1-
	8 SHARED DISPOSITIVE POWER	8,749,475
9	ACCRECATE AMOUNT DENEELGIAL	IV OWNED DV EACH
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH	
	REPORTING PERSON	9 740 475
10	CHECK IS THE ACCRECATE AMOUNT	8,749,475
10	CHECK IF THE AGGREGATE AMOUN	I IN KOW (9) EXCLUDES
	CERTAIN SHARES (See Instructions)	
11		
11	PERCENT OF CLASS REPRESENTED BY	AMOUNT IN ROW (9)
		C 150/
10	6.15%	
12	TYPE OF REPORTING PERSON (See Instructions)	
		HC

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1	NAMES OF REPORTING PERSONS	
	I.R.S. IDENTIFICATION NO. OF ABO	OVE PERSONS (ENTITIES
	ONLY):	
		56-1857749
2	CHECK THE APPROPRIATE BOX IF A M	MEMBER OF A GROUP (See
	Instructions) (a) []	
	(b) []	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZA	TION
-		
		Delaware
	5 SOLE VOTING POWER	
	C BOLL YOUR OT OWER	0
NUMBER OF	6 SHARED VOTING POWER	
SHARES		8,323,509
BENEFICIALLY		
OWNED BY EACH	7 SOLE DISPOSITIVE POWER	
REPORTING		0
PERSON WITH		
	8 SHARED DISPOSITIVE POWER	8,749,475
	O SIT IKED DIST OSTITVE TO WER	0,712,173
9	AGGREGATE AMOUNT BENEFICIAL	LLY OWNED BY EACH
	REPORTING PERSON	
		8,749,475
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES	
	CERTAIN SHARES (See Instructions)	
	CERTITION STITULES (See Instructions)	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	LICENT OF CENSORES RESERVIED BY	Third of the transfer (7)
		6.15%
12	TYPE OF REPORTING PERSON (See Instructions)	
12	TITE OF REPORTING FERSON (See IIIS)	iructions)
		ЦС
		HC

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1	NAMES OF REPORTING PERSONS		
	I.R.S. IDENTIFICATION NO. OF ABO	OVE PERSONS (ENTITIES	
	ONLY):	•	
	BAC North America Holding Company	36-3737560	
2	CHECK THE APPROPRIATE BOX IF A M	MEMBER OF A GROUP (See	
	Instructions) (a) []		
	(b) []		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZA	TION	
		Delaware	
	5 SOLE VOTING POWER		
		0	
NUMBED OF			
NUMBER OF	6 SHARED VOTING POWER		
SHARES		8,320,752	
BENEFICIALLY OWNED BY EACH			
REPORTING	7 SOLE DISPOSITIVE POWER	0	
PERSON WITH			
FERSON WITH			
	8 SHARED DISPOSITIVE POWER	8,746,718	
9	AGGREGATE AMOUNT BENEFICIAL	LLY OWNED BY EACH	
	REPORTING PERSON		
		8,746,718	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES		
	CERTAIN SHARES (See Instructions)		
		[]	
11	PERCENT OF CLASS REPRESENTED BY	AMOUNT IN ROW (9)	
		6.10%	
12	TYPE OF REPORTING PERSON (See Inst	cructions)	
		НС	

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	T		
1	NAMES OF REPORTING PERSONS		
	I.R.S. IDENTIFICATION NO. OF ABO	OVE PERSONS (ENTITIES	
	ONLY):		
	BANA Holding Corporation 36-2685437		
2	CHECK THE APPROPRIATE BOX IF A M	MEMBER OF A GROUP (See	
	Instructions) (a) []	`	
	(b)[]		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZA	TION	
, T	CITIZENSIIII OKTERICE OF OKORIVIZA		
		Delaware	
	5 SOLE VOTING POWER	Belaware	
	S SOLL VOTING TOWER	0	
NUMBER OF	6 SHARED VOTING POWER		
SHARES		8,320,752	
BENEFICIALLY			
OWNED BY EACH	7 SOLE DISPOSITIVE POWER	_	
REPORTING		0	
PERSON WITH			
	8 SHARED DISPOSITIVE POWER	8,746,718	
	6 SHARED DISFOSITIVE FOWER	0,740,718	
9	AGGREGATE AMOUNT BENEFICIAI	LLY OWNED BY EACH	
	REPORTING PERSON		
		8,746,718	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES		
10	` '		
	CERTAIN SHARES (See Instructions)		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
11	FERCENT OF CLASS REFRESENTED BY	AMOUNT IN KOW (9)	
		£ 100/	
12	6.10%		
12	TYPE OF REPORTING PERSON (See Inst	ructions)	

		HC	

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	T	
1	NAMES OF REPORTING PERSONS	
	I.R.S. IDENTIFICATION NO. OF ABO	OVE PERSONS (ENTITIES
	ONLY):	
		1687665
2	CHECK THE APPROPRIATE BOX IF A M	MEMBER OF A GROUP (See
	Instructions) (a) []	
	(b) []	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZA	TION
		United States
	5 SOLE VOTING POWER	
NUMBED OF		201,209
NUMBER OF	6 SHARED VOTING POWER	
SHARES		0.110.742
BENEFICIALLY		8,119,543
OWNED BY EACH		
REPORTING		227,695
PERSON WITH		
	8 SHARED DISPOSITIVE POWER	
	O DIM MED DIDI ODITIVE I OWEN	8,519,023
9	AGGREGATE AMOUNT BENEFICIAL	
	REPORTING PERSON	
		8,746,718
10	CHECK IF THE AGGREGATE AMOUN	
	CERTAIN SHARES (See Instructions)	(5) <u>Lite 20</u>
		[]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	LICENT OF CENSORES RESERVIED BY	Third of the transfer (7)
		6.10%
12	TYPE OF REPORTING PERSON (See Instructions)	
12	TITE OF REFORMING LEASON (See IIIS)	in uctions)
		BK
		DK

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	T	
1	NAMES OF REPORTING PERSONS	
	I.R.S. IDENTIFICATION NO. OF ABO	OVE PERSONS (ENTITIES
	ONLY):	
	Columbia Management Group, LLC	94-1687665
2	CHECK THE APPROPRIATE BOX IF A M	MEMBER OF A GROUP (See
	Instructions) (a) []	
	(b) []	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZA	TION
		Delaware
	5 SOLE VOTING POWER	
		0
NUMBER OF		
SHARES	6 SHARED VOTING POWER	0.062.206
BENEFICIALLY		8,063,396
OWNED BY EACH	7 SOLE DISPOSITIVE POWER	
REPORTING	7 SOLL DISTOSTITVE TOWER	0
PERSON WITH		
TERROUT WITH		
	8 SHARED DISPOSITIVE POWER	8,511,853
0	ACCRECATE AMOUNT DEVELOUA	
9	AGGREGATE AMOUNT BENEFICIAL	LLY OWNED BY EACH
	REPORTING PERSON	0.511.053
10	CHECK IS THE ACCRECATE AND TO	8,511,853
10	CHECK IF THE AGGREGATE AMOUN	T IN ROW (9) EXCLUDES
	CERTAIN SHARES (See Instructions)	r.,
11	DED CENTE OF CLASS DEDDESCRIPTED DA	
11	PERCENT OF CLASS REPRESENTED BY	AMOUNT IN ROW (9)
		5 0 40/
- 12		5.94%
12	TYPE OF REPORTING PERSON (See Inst	tructions)
		PN

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1	NAMES OF REPORTING PERSONS	
	I.R.S. IDENTIFICATION NO. OF ABO	OVE PERSONS (ENTITIES
	ONLY):	
	Columbia Management Advisors, LLC	94-1687665
2	CHECK THE APPROPRIATE BOX IF A M	MEMBER OF A GROUP (See
	Instructions) (a) []	
	(b) []	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZA	TION
		Delaware
	5 SOLE VOTING POWER	
NUMBER OF		7,996,166
SHARES	6 SHARED VOTING POWER	
BENEFICIALLY		67,230
OWNED BY EACH	7 SOLE DISPOSITIVE POWER	07,230
REPORTING	/ SOLE DISPOSITIVE FOWER	
PERSON WITH		8,274,285
FERSON WITH		, ,
	8 SHARED DISPOSITIVE POWER	
		237,568
9	AGGREGATE AMOUNT BENEFICIAI	LLY OWNED BY EACH
	REPORTING PERSON	
		8,511,853
10	CHECK IF THE AGGREGATE AMOUN	T IN ROW (9) EXCLUDES
	CERTAIN SHARES (See Instructions)	
		[]
11	PERCENT OF CLASS REPRESENTED BY	AMOUNT IN ROW (9)
		5.94%
12	TYPE OF REPORTING PERSON (See Inst	tructions)
		,
		PN
L	ı	<u></u>

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	T	
1	NAMES OF REPORTING PERSONS	
	I.R.S. IDENTIFICATION NO. OF ABO	OVE PERSONS (ENTITIES
	ONLY):	
	Banc of America Securities Holdings Corpora	ation 56-2103478
2	CHECK THE APPROPRIATE BOX IF A M	MEMBER OF A GROUP (See
	Instructions) (a) []	
	(b) []	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZA	TION
-	CITIZENSIIII OKTERCE OF OKOMNIZA	11011
		Delaware
	5 SOLE VOTING POWER	Delawale I
	5 SOLE VOTING POWER	0
		U
NUMBER OF	6 SHARED VOTING POWER	
SHARES	USIMICED VOTINGTOWER	2,757
BENEFICIALLY		_,,,,,
OWNED BY EACH	7 SOLE DISPOSITIVE POWER	
REPORTING		0
PERSON WITH		
	8 SHARED DISPOSITIVE POWER	2,757
9	AGGREGATE AMOUNT BENEFICIAL	LY OWNED BY EACH
	REPORTING PERSON	
		2,757
10	CHECK IF THE AGGREGATE AMOUN'	Γ IN ROW (9) EXCLUDES
	CERTAIN SHARES (See Instructions)	
	, ,	[]
11	PERCENT OF CLASS REPRESENTED BY	AMOUNT IN ROW (9)
		(2)
		.002%
12	TYPE OF REPORTING PERSON (See Inst.	
12	TITE OF REFORTING FERSON (See Ills).	ructions)
		НС
		пС

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1	NAMES OF REPORTING PERSONS	
	I.R.S. IDENTIFICATION NO. OF ABO	OVE PERSONS (ENTITIES
	ONLY):	
	Banc of America Securities LLC	56-2058405
2	CHECK THE APPROPRIATE BOX IF A M	MEMBER OF A GROUP (See
	Instructions) (a) []	•
	(b) []	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZA	TION
_ -	CITIZENSIIII OKTEACE OF ORGANIZA	1101
		Delaware
	5 SOLE VOTING POWER	
	SOLE VOINGTOWER	2,757
		_,,,,,
NUMBER OF	6 SHARED VOTING POWER	
SHARES		0
BENEFICIALLY		
OWNED BY EACH	7 SOLE DISPOSITIVE POWER	
REPORTING		2,757
PERSON WITH		
	6 GILL DED DIGDOGUENTE DONIED	
	8 SHARED DISPOSITIVE POWER	0
0	ACCRECATE AMOUNT DENERICIAL	IN OWNED BY EACH
9	AGGREGATE AMOUNT BENEFICIAL	LY OWNED BY EACH
	REPORTING PERSON	2.55
		2,757
10	CHECK IF THE AGGREGATE AMOUN	T IN ROW (9) EXCLUDES
	CERTAIN SHARES (See Instructions)	
		[]
11	PERCENT OF CLASS REPRESENTED BY	AMOUNT IN ROW (9)
		.002%
12	TYPE OF REPORTING PERSON (See Inst	ructions)
		· · · · · · · · · · · · · · · · · · ·
		BD
		<u>DD</u>

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1	NAMES OF REPORTING PERSONS	
	I.R.S. IDENTIFICATION NO. OF ABO	OVE PERSONS (ENTITIES
	ONLY):	
	Banc of America Investment Advisors, Inc.	56-2058405
2	CHECK THE APPROPRIATE BOX IF A M	MEMBER OF A GROUP (See
	Instructions) (a) []	`
	(b)[]	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZA	ATION
"	CITIZENSIIII OKTERCE OI OKONIVIZI	IIIOIV
		Delaware
NUMBER OF	5 SOLE VOTING POWER	Delaware
SHARES	S SOLE VOTINGTOWER	
BENEFICIALLY		
OWNED BY EACH		0
REPORTING		
PERSON WITH		
	6 SHARED VOTING POWER	52 269
		52,368
	7 SOLE DISPOSITIVE POWER	
	7 SOLE DISPOSITIVE FOWER	0
	8 SHARED DISPOSITIVE POWER	0
9	AGGREGATE AMOUNT BENEFICIAL	LLY OWNED BY EACH
	REPORTING PERSON	
		52,368
10	CHECK IF THE AGGREGATE AMOUN	T IN ROW (9) EXCLUDES
	CERTAIN SHARES (See Instructions)	, ,
	ĺ , , , , , , , , , , , , , , , , , , ,	[1]
11	PERCENT OF CLASS REPRESENTED BY	Y AMOUNT IN ROW (9)
		.04%
12	TYPE OF REPORTING PERSON (See Ins	
	TITE OF REPORTING LEASON (See IIIs	di detions)
		IA
		IA

Item 1(a). Name of Issuer:

Celanese Corp

Item 1(b). Address of Issuer's Principal Executive Offices:

1601 W. LBJ Freeway Dallas, TX 75234

Item 2 (a). Name of Person Filing:

Bank of America Corporation
NB Holdings Corporation
BAC North America Holding Company
BANA Holding Corporation
Bank of America, N.A.
Columbia Management Group, LLC
Columbia Management Advisors, LLC
Banc of America Securities Holdings Corporation
Banc of America Securities LLC

Banc of America Securities ELEC

Banc of America Investment Advisors, Inc.

Item 2 (b). Address of Principal Business Office or, if None, Residence:

Each Reporting Person has its or his principal business office at 100 North Tryon Street, Floor 25, Bank of America Corporate Center, Charlotte, NC 28255.

Item 2 (c). Citizenship:

Bank of America Corporation Delaware NB Holdings Corporation Delaware BAC North America Holding Company Delaware **BANA Holding Corporation** Delaware Bank of America, N.A. **United States** Columbia Management Group, LLC Delaware Columbia Management Advisors, LLC Delaware Banc of America Securities Holdings Corporation Delaware Banc of America Securities LLC Delaware Banc of America Investment Advisors, Inc. Delaware

Item 2 (d). Title of Class of Securities:

Common Stock

Item 2 (e).	CUSI	P Number:			
	150870	0103			
Item 3.		If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:			
	(a)	[] Broker or dealer registered under Section 15 of the Exchange Act.			
	(b)	[] Bank as defined in Section 3(a)(6) of the Exchange Act.			
	(c)	[] Insurance company as defined in Section 3(a)(19) of the Exchange Act.			
	(d)	[] Investment company registered under Section 8 of the Investment Company Act.			
	(e)	[] An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).			
	(f)	[] An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).			
	(g)	[X] A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).			
	(h)	[] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.			
		[] A church plan that is excluded from the definition of an investment company under Section 3 (c)(14) of the Investment Company Act.			
	(j)	[] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).			
	If this s	statement is filed pursuant to Rule 13d-1(c), check this box. []			
Item 4.	Ownership:				
	With respect to the beneficial ownership of the reporting person, see Items 5 through 11 of the coverages to this Schedule 13G, which are incorporated herein by reference.				

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Ownership of 5 Percent or Less of a Class:

Not Applicable.

Ownership or More than Five Percent on Behalf of Another Person :

Item 5.

Item 6.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

With respect to the beneficial ownership of the reporting person, see Items 5 through 11 of the cover pages to this Schedule 13G, which are incorporated herein by reference.

Item 8. Identification and Classification of Members of the Group:

Not Applicable.

Item 9. Notice of Dissolution of Group:

Not Applicable.

Item 10. Certification:

By signing below each of the undersigned certifies that, to the best of such undersigned's knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2009

Bank of America Corporation NB Holdings Corporation BAC North America Holding Company BANA Holding Corporation Bank of America, N.A.

By: /s/ Charles F. Bowman

Charles F. Bowman Senior Vice President

Columbia Management Group, LLC Columbia Management Advisors, LLC

By: /s/ Michael A. Jones

Michael A. Jones President

Bank of America Securities Holdings Corporation

By: /s/ Robert Qutub

Robert Qutub
President

Bank of America Securities LLC

By: /s/ Matthew Smith

Matthew Smith Managing Director

Banc of America Investment Advisors, Inc.

By: /s/ Daniel S. McNamara

Daniel S. McNamara

President

EXHIBIT 99.1 - JOINT FILING AGREEMENT

The undersigned hereby agree that they are filing this statement jointly pursuant to Rule 13d-1(k)(1). Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

In accordance with Rule 13d-1(k)(1) promulgated under the Securities and Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other on behalf of each of them of to such a statement on Schedule 13G with respect to the common stock of beneficially owned by each of them. This Joint Filing Agreement shall be included as an exhibit to such Schedule 13G.

Dated: February 12, 2009

Bank of America Corporation NB Holdings Corporation BAC North America Holding Company BANA Holding Corporation Bank of America, N.A.

By: /s/ Charles F. Bowman

Charles F. Bowman
Senior Vice President

Columbia Management Group, LLC Columbia Management Advisors, LLC

By: /s/ Michael A. Jones

Michael A. Jones

President

Bank of America Securities Holdings Corporation

By: /s/ Robert Qutub

Robert Qutub

President

Bank of America Securities LLC

By: /s/ Matthew Smith

Matthew Smith

Managing Director

Banc of America Investment Advisors, Inc.

By: /s/ Daniel S. McNamara

Daniel S. McNamara

