

# CELANESE CORP

Reported by  
**TOWNSEND JAY**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/12/08 for the Period Ending 02/08/08

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  
OMB Number: 3235-0287  
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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>Townsend Jay</b>  (Last) (First) (Middle)  <b>C/O CELANESE CORPORATION, 1601 WEST LBJ FREEWAY</b>  (Street)  <b>DALLAS, TX 75234</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Celanese CORP [ CE ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>Sr. VP, Corporate Dev.</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>2/8/2008</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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	2/8/2008		S		500	D	\$38.40	111090	D	
Series A Common Stock	2/8/2008		S		100	D	\$38.41	110990	D	
Series A Common Stock	2/8/2008		S		200	D	\$38.46	110790	D	
Series A Common Stock	2/8/2008		S		1200	D	\$38.47	109590	D	
Series A Common Stock	2/8/2008		S		700	D	\$38.47	108890	D	
Series A Common Stock	2/8/2008		S		900	D	\$38.48	107990	D	
Series A Common Stock	2/8/2008		S		500	D	\$38.49	107490	D	
Series A Common Stock	2/8/2008		S		700	D	\$38.50	106790	D	
Series A Common Stock	2/8/2008		S		3400	D	\$38.51	103390	D	
Series A Common Stock	2/8/2008		S		2600	D	\$38.52	100790	D	
Series A Common Stock	2/8/2008		S		500	D	\$38.52	100290	D	
Series A Common Stock	2/8/2008		S		300	D	\$38.54	99990	D	
Series A Common Stock	2/8/2008		S		800	D	\$38.55	99190	D	
Series A Common Stock	2/8/2008		S		500	D	\$38.55	98690	D	
Series A Common Stock	2/8/2008		S		100	D	\$38.56	98590	D	
Series A Common Stock	2/8/2008		S		400	D	\$38.57	98190	D	
Series A Common Stock	2/8/2008		S		1600	D	\$38.57	96590	D	
Series A Common Stock	2/8/2008		S		300	D	\$38.58	96290	D	
Series A Common Stock	2/8/2008		S		500	D	\$38.59	95790	D	
Series A Common Stock	2/8/2008		S		500	D	\$38.59	95290	D	
Series A Common Stock	2/8/2008		S		200	D	\$38.60	95090	D	
Series A Common Stock	2/8/2008		S		300	D	\$38.61	94790	D	
Series A Common Stock	2/8/2008		S		2900	D	\$38.62	91890	D	
Series A Common Stock	2/8/2008		S		300	D	\$38.64	91590	D	
Series A Common Stock	2/8/2008		S		700	D	\$38.64	90890	D	
Series A Common Stock	2/8/2008		S		1500	D	\$38.70	89390	D	
Series A Common Stock	2/8/2008		S		400	D	\$38.70	88990	D	
Series A Common Stock	2/8/2008		S		100	D	\$38.72	88890	D	
Series A Common Stock	2/8/2008		S		800	D	\$38.75	88090	D	
Series A Common Stock	2/8/2008		S		1500	D	\$38.81	86590	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

**Remarks:**

The sale transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person. This is Part Two of a Form 4 filed by the reporting person. The Form 4 was filed in three parts due to the restrictions in the electronic filing process.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Townsend Jay C/O CELANESE CORPORATION 1601 WEST LBJ FREEWAY DALLAS, TX 75234			Sr. VP, Corporate Dev.	

**Signatures**

/s/ Robert L. Villasenor, Attorney-in-Fact for Jay Townsend

2/12/2008

\*\*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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.