

# **CELANESE CORP**

Reported by  
**WOLF JACQUELYN H**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 02/17/12 for the Period Ending 02/15/12

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

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## 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,  
Section 17(a) of the Public  
Utility Holding Company Act of 1935 or Section 30(f) of the  
Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>Wolf Jacquelyn H</b> <small>(Last) (First) (Middle)</small>  <b>1601 W. LBJ FREEWAY</b> <small>(Street)</small>  <b>DALLAS, TX 75234</b> <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Celanese CORP [ CE ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>2/15/2012</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input type="checkbox"/> Director <span style="float: right;"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float: right;"><input type="checkbox"/> Other (specify below)</span> <b>SVP, Human Resources</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**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	2/15/2012		M		5000	A	\$32.54	27977	D	
Series A Common Stock	2/15/2012		S		5000	D	\$50.26 (1)	22977	D	
Series A Common Stock	2/16/2012		M		10000	A	\$32.54	32977	D	
Series A Common Stock	2/16/2012		S		10000	D	\$51.24 (2)	22977	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (Right to Buy)	\$32.54	2/15/2012		M		5000	(3)	1/21/2017	Series A Common Stock	5000	\$ 0	25000	D	
Non-Qualified Stock Option (Right to Buy)	\$32.54	2/16/2012		M		10000	(3)	1/21/2017	Series A Common Stock	10000	\$ 0	15000	D	

**Explanation of Responses:**

- (1) The reported price in this line is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$50.20 to \$50.30. The reporting person will provide the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each price within the range.
- (2) The reported price in this line is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$50.91 to \$51.72. The reporting person will provide the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each price within the range.

- (3) Granted pursuant to the Company's 2009 Global Incentive Plan. The original option grant of 30,000 options vested with respect to 20% of such options on October 1, 2010 and with respect to 30% of such options on October 1, 2011, and will continue to vest, subject to continued employment, with respect to 30% of such options on October 1, 2012 and with respect to 20% of such options on October 1, 2013.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Wolf Jacquelyn H 1601 W. LBJ FREEWAY DALLAS, TX 75234</b>			<b>SVP, Human Resources</b>	

**Signatures**

/s/ James R. Peacock III, Attorney-in-Fact for Jacquelyn H. Wolf

2/17/2012

\*\* 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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