

# **CELANESE CORP**

Reported by  
**WALTERS FARAH M**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 04/26/11 for the Period Ending 04/22/11

|             |  |
|-------------|--|
| Address     | 222 W. LAS COLINAS BLVD., SUITE 900N<br>IRVING, TX, 75039-5421 |
| Telephone   | 972-443-4000   |
| CIK         | 0001306830   |
| Symbol      | CE   |
| Fiscal Year | 12/31  |

# 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 or Section 30(h) of the Investment Company Act of 1940

|   |  |   |  |   |  |
|---|--|---|--|---|--|
| 1. Name and Address of Reporting Person *     |  | 2. Issuer Name and Ticker or Trading Symbol       |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)   |  |
| WALTERS FARAH M                               |  | Celanese CORP [ CE ]                              |  | <input checked="" type="checkbox"/> Director _____ 10% Owner<br><input type="checkbox"/> Officer (give title below) _____ Other (specify below) |  |
| (Last) (First) (Middle)                       |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |   |  |
| C/O CELANESE CORPORATION, 1601 W. LBJ FREEWAY |  | 4/22/2011   |  |   |  |
| (Street)                                      |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)   |  |
| DALLAS, TX 75234                              |  |   |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |  |
| (City) (State) (Zip)                          |  |   |  |   |  |

**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           | 4/22/2011      |                                   | D                         |   | 2565  | D          | (1)   | 13172   | 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 |  |  |  |  |
| Phantom Stock                            | (2)  | 4/22/2011      |                                   | A                         |   | 2565   | (3)                                     | (3) | Series A Common Stock   | 2565            | (1)  | 9681.02  | D  |  |

### Explanation of Responses:

- Upon the vesting of Restricted Stock Units granted to the reporting person on April 22, 2010, the reporting person deferred the receipt of 2,565 shares of Series A Common Stock and received instead 2,565 shares of phantom stock pursuant to the Company's 2008 Deferred Compensation Plan. As a result, the reporting person is reporting the disposition of 2,565 shares of Series A Common Stock in exchange for an equal number of shares of phantom stock.
- Each share of phantom stock represents the right to receive one share of Series A Common Stock.
- The phantom stock becomes payable following the termination of the reporting person's service as a director of the Company.

### Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| WALTERS FARAH M<br>C/O CELANESE CORPORATION<br>1601 W. LBJ FREEWAY<br>DALLAS, TX 75234 | X             |           |         |       |

### Signatures

/s/ James R. Peacock, Attorney-in-Fact for Farah M. Walters

4/26/2011

\*\*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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