

# **CELANESE CORP**

Reported by  
**TOWNSEND JAY**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 04/28/08 for the Period Ending 04/24/08

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

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)	
Townsend Jay		Celanese CORP [ CE ]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Sr. VP, Corporate Dev.</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O CELANESE CORPORATION, 1601 WEST LBJ FREEWAY		4/24/2008			
(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 <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	4/24/2008		M		40000	A	\$16	125909 (U)	D	
Series A Common Stock	4/24/2008		S		89	D	\$42.75	125820	D	
Series A Common Stock	4/24/2008		S		178	D	\$42.77	125642	D	
Series A Common Stock	4/24/2008		S		178	D	\$42.79	125464	D	
Series A Common Stock	4/24/2008		S		178	D	\$42.86	125286	D	
Series A Common Stock	4/24/2008		S		89	D	\$42.86	125197	D	
Series A Common Stock	4/24/2008		S		178	D	\$42.87	125019	D	
Series A Common Stock	4/24/2008		S		444	D	\$42.89	124575	D	
Series A Common Stock	4/24/2008		S		178	D	\$42.90	124397	D	
Series A Common Stock	4/24/2008		S		88	D	\$42.93	124309	D	
Series A Common Stock	4/24/2008		S		89	D	\$42.95	124220	D	
Series A Common Stock	4/24/2008		S		178	D	\$42.96	124042	D	
Series A Common Stock	4/24/2008		S		133	D	\$42.97	123909	D	
Series A Common Stock	4/24/2008		S		177	D	\$43.00	123732	D	
Series A Common Stock	4/24/2008		S		533	D	\$43.01	123199	D	
Series A Common Stock	4/24/2008		S		355	D	\$43.02	122844	D	
Series A Common Stock	4/24/2008		S		489	D	\$43.02	122355	D	
Series A Common Stock	4/24/2008		S		578	D	\$43.03	121777	D	
Series A Common Stock	4/24/2008		S		178	D	\$43.04	121599	D	
Series A Common Stock	4/24/2008		S		222	D	\$43.05	121377	D	
Series A Common Stock	4/24/2008		S		445	D	\$43.08	120932	D	
Series A Common Stock	4/24/2008		S		267	D	\$43.10	120665	D	
Series A Common Stock	4/24/2008		S		178	D	\$43.12	120487	D	
Series A Common Stock	4/24/2008		S		45	D	\$43.13	120442	D	
Series A Common Stock	4/24/2008		S		178	D	\$43.14	120264	D	
Series A Common Stock	4/24/2008		S		267	D	\$43.15	119997	D	
Series A Common Stock	4/24/2008		S		89	D	\$43.16	119908	D	
Series A Common Stock	4/24/2008		S		177	D	\$43.18	119731	D	
Series A Common Stock	4/24/2008		S		88	D	\$43.20	119643	D	
Series A Common Stock	4/24/2008		S		356	D	\$43.21	119287	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				
<b>Non-Qualified Stock Option (right to buy)</b>	<b>\$16</b>	<b>4/24/2008</b>		<b>M</b>		<b>40000</b>		<b>(2)</b>	<b>1/21/2015</b>	<b>Series A Common Stock</b>	<b>40000</b>	<b>\$0</b>	<b>118402</b>	<b>D</b>	

**Explanation of Responses:**

- (1) Includes 419 shares held in the reporting person's 401(k) account.
- (2) Granted pursuant to the Company's 2004 Stock Incentive Plan. The option shares vested with respect to 15% of the option shares on January 21, 2005, with respect to 30% of the option shares on each of December 31, 2005 and 2006, with respect to 15% of the option shares on December 31, 2007 and, subject to continued employment and achievement of certain performance targets, will vest with respect to 10% of the option shares on December 31, 2008.

**Remarks:**

The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

This is part one of six of a Form 4 filed by the reporting person. The Form 4 was filed in six parts due to the restrictions in the electronic filing process.

**Reporting Owners**

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

**Signatures**

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

**4/28/2008**

**\*\***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.