

# **CELANESE CORP**

Reported by  
**WALTERS FARAH M**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 04/28/14 for the Period Ending 04/24/14

Address	222 W. LAS COLINAS BLVD., SUITE 900N 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  
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>WALTERS FARAH M</b>  (Last) (First) (Middle)  <b>C/O CELANESE CORPORATION, 222 W. LAS COLINAS BLVD., SUITE 900N</b>  (Street)  <b>IRVING, TX 75039-5421</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 checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>4/24/2014</b></p>		<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
<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	4/24/2014		A		2051 (1)	A	\$0	24322	D	
Series A Common Stock	4/24/2014		D		1958	D	(2)	22364	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
Phantom Stock	(3)	4/24/2014		A		1958		(4)	(4)	Series A Common Stock	1958.0	\$0	8297.98	D	

**Explanation of Responses:**

- (1) Annual grant of restricted stock units pursuant to the Company's 2009 Global Incentive Plan, as Amended and Restated April 19, 2012. The restricted stock units vest in full on the one-year anniversary of the date of the grant. The reporting person has elected that upon vesting of the restricted stock units, receipt of the shares of Series A Common Stock be deferred under the Company's 2008 Deferred Compensation Plan; accordingly, upon vesting, the reporting person will instead receive an equal number of shares of phantom stock. As provided in the Company's 2008 Deferred Compensation Plan, the phantom stock becomes payable in shares of Series A Common Stock upon the earlier of the date previously elected by the reporting person to receive payment or the termination of the reporting person's service as a director of the Company.
- (2) Upon vesting of 1,958 Restricted Stock Units granted to the reporting person on April 24, 2013, the reporting person deferred the receipt of 1,958 shares of Series A Common Stock and received instead 1,958 shares of phantom stock pursuant to the Company's 2008 Deferred Compensation Plan. As a result, the reporting person is reporting the disposition of 1,958 shares of Series A Common Stock in exchange for an equal number of shares of phantom stock.
- (3) Each share of Phantom Stock represents the right to receive one share of Series A Common Stock.
- (4) As provided in the 2008 Deferred Compensation Plan, on the earlier date previously elected by the reporting person to receive payment or the termination of the reporting person's service as a director of the Company, the reported phantom stock becomes payable in shares of Series A Common Stock subject to certain restrictions and limitations.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>WALTERS FARAH M</b> <b>C/O CELANESE CORPORATION</b> <b>222 W. LAS COLINAS BLVD., SUITE 900N</b> <b>IRVING, TX 75039-5421</b>	<b>X</b>			

**Signatures**

/s/ Jacqueline R. Hall, Attorney-in-Fact for Farah M. Walters

4/28/2014

—<sup>\*\*</sup>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.