

CELANESE CORP

Reported by
WALTERS FARAH M

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/06/15 for the Period Ending 01/02/15

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

1. Name and Address of Reporting Person * WALTERS FARAH M (Last) (First) (Middle) C/O CELANESE CORPORATION, 222 W. LAS COLINAS BLVD., SUITE 900N (Street) IRVING, TX 75039-5421 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Celanese Corp [CE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">1/2/2015</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	1/2/2015		M		2656.02	A	(1)	25020.02	D	
Series A Common Stock	1/2/2015		D		0.02	D	\$59.99	25020	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	(1)	1/2/2015		M		2656.02	1/2/2015	1/2/2015	Series A Common Stock	2656.02	(1)	5746.95	D	

Explanation of Responses:

(1) Each share of phantom stock represents the right to receive one share of Series A Common Stock. The shares of phantom stock are payable in shares of Series A Common Stock, as provided in the Company's 2008 Deferred Compensation Plan, on 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. The reported phantom stock transaction represents annual grants of restricted stock unites, including dividend equivalents, which were previously deferred under the Company's 2008 Deferred Compensation Plan. On January 2, 2015, 2,656 of the reporting person's shares of phantom stock were settled for an equal number of shares of the Company's Series A Common Stock, and 0.02 of the reporting person's shares of phantom stock were settled for cash in lieu of a fractional share.

Reporting Owners

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

Signatures

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

1/6/2015

**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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