

# **CELANESE CORP**

Reported by  
**NIVICA GJON N JR**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 10/05/10 for the Period Ending 10/01/10

|             |  |
|-------------|--|
| Address     | 222 W. LAS COLINAS BLVD., SUITE 900N<br>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  
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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 -<br><b>Nivica Gjon N Jr</b><br>(Last) (First) (Middle) |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>Celanese CORP [ CE ]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>SVP, General Counsel and Sec.</b> |  |  |
| <b>1601 W. LBJ FREEWAY</b><br>(Street)  |  |  | 3. Date of Earliest Transaction (MM/DD/YYYY)<br><b>10/1/2010</b>           |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |  |
| <b>DALLAS, TX 75234</b><br>(City) (State) (Zip)   |  |  | 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 (3)       | 10/1/2010      |                                   | F                         |   | 1094  | D          | \$32.35 | 54497   | D  |   |
| Series A Common Stock (1)       | 10/1/2010      |                                   | A                         |   | 3580  | A          | (1)     | 58077   | 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 |  |  |  |  |
| Non-Qualified Stock Options (right to buy) (2) | \$32.35  | 10/1/2010      |                                   | A                         |   | 7610   |     | (2)                                     | (2)             | Series A Common Stock   | 7610                       | (2)  | 7610   | D  |  |

### Explanation of Responses:

- Restricted Stock Units ("RSUs") granted pursuant to the Company's 2009 Global Incentive Plan. Each RSU represents a contingent right to receive one share of Series A Common Stock. The RSUs will vest, subject to continued employment, with respect to 30% of the RSUs on October 1, 2011, with respect to 30% of the RSUs on October 1, 2012, and with respect to 40% of the RSUs on October 1, 2013.
- Granted pursuant to the Company's 2009 Global Incentive Plan. The options will vest, subject to continued employment, with respect to 25% of the options on each of October 1, 2011, October 1, 2012, October 1, 2013 and October 1, 2014.
- Shares withheld for the payment of taxes on the vesting of Restricted Stock Units granted to the reporting person on October 1, 2009.

### Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                      |       |
|--|---------------|-----------|--------------------------------------|-------|
|  | Director      | 10% Owner | Officer                              | Other |
| <b>Nivica Gjon N Jr</b><br><b>1601 W. LBJ FREEWAY</b><br><b>DALLAS, TX 75234</b> |               |           | <b>SVP, General Counsel and Sec.</b> |       |

### Signatures

**Alexander M Ludlow, Attorney-in-Fact for Gjon N. Nivica, Jr.**

**10/5/2010**

\*\*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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