

# CELANESE CORP

Reported by  
**TOWNSEND JAY**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/08/11 for the Period Ending 02/04/11

|             |  |
|-------------|--|
| 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 *     |  |  | 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<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>SVP, Business Strategy Dev.</b> |  |  |
| (Last) (First) (Middle)                       |  |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  |   |  |  |
| C/O CELANESE CORPORATION, 1601 W. LBJ FREEWAY |  |  | 2/4/2011  |  |  |   |  |  |
| (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           | 2/4/2011       |                                   | M                         |   | 30000   | A          | \$16.00     | 51217   | D  |   |
| Series A Common Stock           | 2/4/2011       |                                   | S                         |   | 30000   | D          | \$42.67 (1) | 21217   | 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 |  |  |  |  |
| Non-Qualified Stock Option (right to buy) | \$16.00  | 2/4/2011       |                                   | M                         |   | 30000  | (2)                                     | 1/21/2015 | Series A Common Stock   | 30000           | \$0  | 67283  | D  |  |

### Explanation of Responses:

- The reported sales price in this line is a weighted average sales price. The actual prices varied from \$42.67 to \$43.24. The reporting person will provide to the issuer, any security holder of the issuer, or the staff of the SEC, upon request, full information regarding the number of the shares purchased at each price within the range.
- Granted pursuant to the Company's 2004 Stock Incentive Plan. The options vested, with respect to 15% of the options on each of January 21, 2005, with respect to 30% of the options on each of December 31, 2005 and December 31, 2006, with respect to 15% on December 31, 2007 and with respect to 10% on December 31, 2008.

### Remarks:

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

### Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| Townsend Jay<br>C/O CELANESE CORPORATION<br>1601 W. LBJ FREEWAY<br>DALLAS, TX 75234 |               |           | SVP, Business Strategy Dev. |       |

### Signatures

/s/ James R. Peacock III, Attorney-in-fact for Jay Townsend

2/8/2011

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.

**LIMITED POWER OF ATTORNEY FOR  
SECTION 16 REPORTING OBLIGATIONS**

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Gjon N. Nivica, Jr., James R. Peacock III and Adam R. Santosuosso, or any of them signing singly as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission ("SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rules or regulations of the SEC;
- (2) prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments thereto) with respect to the securities of Celanese Corporation, a Delaware corporation (the "Company"), with the United States Securities and Exchange Commission and any national securities exchanges, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act");
- (3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in Celanese's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and
- (4) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

- (1) this Power of Attorney authorizes, but does not require, such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information;
- (2) any documents prepared and/or executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;
- (3) neither Celanese nor such attorneys-in-fact assumes
  - (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act,
  - (ii) any liability of the undersigned for any failure to comply with such requirements, or
  - (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and
- (4) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants the foregoing attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that such attorney-in-fact of, for and on behalf of the undersigned, will lawfully do or cause to be done by virtue of this Power of Attorney.

This Power of Attorney will remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date set forth below.

*Signature: /s/ Jay C. Townsend*  
*Name: Jay C. Townsend*  
*Dated: 02/1/11*

Witness:

*Signature: /s/ Yolanda D. Haley*  
*Name: Yolanda D. Haley*  
*Dated: 02/1/11*