

# **CELANESE CORP**

Reported by  
**PETERSON PETER G**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 01/27/05 for the Period Ending 01/25/05

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**

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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)	
<b>PETERSON PETER G</b>		<b>Celanese CORP [ CE ]</b>		<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)                      (First)                      (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>C/O THE BLACKSTONE GROUP, 345 PARK AVENUE</b>		<b>1/25/2005</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>NEW YORK, NY 10154</b>				<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			

**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>\$16.00</b>	<b>1/25/2005</b>		<b>A</b>		<b>123110</b>		<b>(1)</b>	<b>1/25/2015</b>	<b>Series A Common Stock</b>	<b>123110</b>	<b>\$0</b>	<b>123110</b>	<b>I</b>	<b>See Footnote (2)</b>

**Explanation of Responses:**

- All rights to the non-qualified stock options have been issued to Blackstone Management Partners IV L.L.C. ("BMP IV LLC") in connection with the services of Messrs. Chinh E. Chu, Benjamin J. Jenkins, Anjan Mukherjee, Hanns Ostmeier and James A. Quella as directors of the Issuer. The options vest with respect to 25% of the option shares on January 25, 2005, and subject to continued service of Messrs. Chinh E. Chu, Benjamin J. Jenkins, Anjan Mukherjee, Hanns Ostmeier and James A. Quella as directors of the Issuer, with respect to 25% on each of December 31, 2005, December 31, 2006 and December 31, 2007.
- The Reporting Person is a controlling person of BMP IV LLC and, as such, may be deemed to share beneficial ownership of the securities held by BMP IV LLC. Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, the Reporting Person herein states that this filing shall not be deemed an admission that he is the beneficial owner of any of the securities covered by this Statement. The Reporting Person disclaims beneficial ownership of the securities, except to the extent of his pecuniary interest in such securities.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>PETERSON PETER G C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154</b>		<b>X</b>		

**Signatures**

/s/ **Peter G. Peterson**

**1/27/2005**

\*\*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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