

# CELANESE CORP

Reported by  
**ODWYER JOHN**

## FORM 4/A

(Amended Statement of Changes in Beneficial Ownership)

Filed 01/24/05 for the Period Ending 01/20/05

Address	222 W. LAS COLINAS BLVD., SUITE 900N 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

<b>1. Name and Address of Reporting Person *</b>  <b>ODwyer John</b> <small>(Last) (First) (Middle)</small>  <b>1601 W. LBJ FREEWAY</b> <small>(Street)</small>  <b>DALLAS, TX 75234</b> <small>(City) (State) (Zip)</small>	<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 type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>VP, Strategic Procurement</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>1/20/2005</b>		<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>  <b>1/24/2005</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			

### 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 Option (Right to Buy)	\$16	1/20/2005		A		173802		(1)	1/20/2015	Series A Common Stock	173802	\$0	173802	D	
Non-Qualified Stock Option (Right to Buy)	\$16	1/20/2005		A		260704		(2)	1/20/2015	Series A Common Stock	260704	\$0	260704	D	

#### Explanation of Responses:

- (1) Granted pursuant to the Company's 2004 Stock Incentive Plan. The options vest with respect to 15% of the Option Shares on January 20, 2005, and subject to continued employment, with respect to 20% on each of December 31, 2005, December 31, 2006, December 31, 2007 and December 31, 2008, and with respect to the remaining 5% on March 31, 2009.
- (2) Granted pursuant to the Company's 2004 Stock Incentive Plan. The options vest with respect to 15% of the Option Shares on January 20, 2005, and subject to continued employment, the remaining shares vest on January 20, 2012, but which vesting may accelerate based on the achievement of certain performance criteria.

#### Remarks:

This Amended Form 4 corrects the Title of Derivative Securities and the Transaction Code of the originally filed Form 4, and provides further details on the vesting schedule of the option grant.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>ODwyer John</b> <b>1601 W. LBJ FREEWAY</b> <b>DALLAS, TX 75234</b>			<b>VP, Strategic Procurement</b>	

#### Signatures

Mai-Anh Nguyen

1/20/2005

\*\* 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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