

# **CELANESE CORP**

Reported by  
**ONEILL PAUL H**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 01/05/12 for the Period Ending 01/03/12

|             |  |
|-------------|--|
| Address     | 222 W. LAS COLINAS BLVD., SUITE 900N<br>IRVING, TX, 75039-5421 |
| Telephone   | 972-443-4000   |
| CIK         | 0001306830   |
| Symbol      | CE   |
| Fiscal Year | 12/31  |

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION  
Washington, D.C. 20549**

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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,  
Section 17(a) of the Public  
Utility Holding Company Act of 1935 or Section 30(f) 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>ONEILL PAUL H</b>                                 |   | <b>Celanese CORP [ CE ]</b>                 |   | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner |  |
| (Last)   | (First)   | (Middle)                                    | 3. Date of Earliest Transaction (MM/DD/YYYY)  |   | <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| <b>C/O CELANESE CORPORATION, 1601 W. LBJ FREEWAY</b> |   | <b>1/3/2012</b>                             |   |   |  |
| (Street)   | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |   | 6. Individual or Joint/Group Filing (Check Applicable Line)   |   |  |
| <b>DALLAS, TX 75234</b>                              |   |   | <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           | 1/3/2012       |                                   | M                         |   | 7141.45   | A          | (3)   | 12403.45  | D  |   |
| Series A Common Stock           | 1/3/2012       |                                   | D                         |   | .45   | D          |       | 12403   | 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 |  |   |  |  |
| Phantom Stock                            | (1)  | 1/3/2012       |                                   | I                         |   | 5320.60  | (2) | (2)                                     | 1/3/2012        | Series A Common Stock   | 5320.60                    | \$45.97                                    | 20745.10  | D  |  |
| Phantom Stock                            | (1)  | 1/3/2012       |                                   | M                         |   | 7141.45  | (3) |   | 1/3/2012        | Series A Common Stock   | 7141.45                    | (3)  | 13603.65  | D  |  |

**Explanation of Responses:**

- (1) Each share of phantom stock represents the right to receive one share of Series A Common Stock or the cash value thereof. The shares of phantom stock are payable in cash or shares of Series A Common Stock, as provided in the Company's 2008 Deferred Compensation Plan, on the earlier of the date previously elected by the reporting person to receive payment or the termination of such person's service as a director of the Company, and prior to settlement, the reporting person had the right to transfer a portion of the phantom stock into an alternative investment account.
- (2) The reported phantom stock represents compensation for director services, which were previously deferred under the 2008 Deferred Compensation Plan. On January 3, 2012, these shares of phantom stock were settled for cash.
- (3) The reported phantom stock represents annual grants of restricted stock units, including dividend equivalents, which were previously

deferred under the 2008 Deferred Compensation Plan. On January 3, 2012, the shares of phantom stock were settled for an equal number of shares of the Company's Series A Common Stock, except for fractional shares paid in cash.

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| <b>ONEILL PAUL H<br/>C/O CELANESE CORPORATION<br/><br/>1601 W. LBJ FREEWAY<br/>DALLAS, TX 75234</b> | <b>X</b>      |           |         |       |

**Signatures**

/s/ James R. Peacock III, Attorney-in-Fact for Paul H. O'Neill

1/5/2012

\*\* 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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