

FORM 4

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**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 * Rucker Kim K.W. <small>(Last) (First) (Middle)</small> C/O CELANESE CORPORATION, 222 W LAS COLINAS BLVD, SUITE 900N <small>(Street)</small> IRVING, TX 75039 <small>(City) (State) (Zip)</small> | 2. Issuer Name and Ticker or Trading Symbol Celanese Corp [CE] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">5/12/2024</p> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

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 | | | |
| Common Stock | 5/12/2024 | | D | | 1,777 | D | 1.00 | 56 | 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 | (2) | 5/12/2024 | | A | | 1,777 | | (3) | (3) | Common Stock | 1,777 | \$0 | 8,224.767 | D | |
| Phantom Stock | (2) | 5/13/2024 | | A | | 28.167 | | (4) | (4) | Common Stock | 28.167 | \$160.24 | 8,252.934 | D | |

Explanation of Responses:

- (1) Upon vesting of 1,777 Restricted Stock Units granted to the reporting person on May 12, 2023, the reporting person deferred the receipt of 1,777 shares of Common Stock and received instead 1,777 shares of phantom stock pursuant to the Company's 2008 Deferred Compensation Plan (the "Plan"). As a result, the reporting person is reporting the disposition of 1,777 shares of Common Stock in exchange for an equal number of shares of phantom stock.
- (2) Each share of phantom stock represents the right to receive one share of Common Stock.
- (3) As provided in the Plan, the reported phantom stock becomes payable in shares of Common Stock upon termination of the reporting person's service as a director of the Company subject to certain restrictions and limitations.
- (4) The reported phantom stock represents dividend equivalents on compensation deferred under the Plan. The shares of phantom stock become payable in shares of Common Stock, as provided in the Plan, following the termination of the reporting person's service as a director of the Company.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Rucker Kim K.W. | | | | |

| | | | | |
|--|---|--|--|--|
| C/O CELANESE CORPORATION 222 W LAS COLINAS BLVD, SUITE 900N IRVING, TX 75039 | X | | | |
|--|---|--|--|--|

Signatures

/s/ Adam R. Santosuoso, Attorney-in-Fact for Kim K.W. Rucker

5/14/2024

**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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