

# 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

<b>1. Name and Address of Reporting Person *</b>  <b>Brown William M</b>  <small>(Last) (First) (Middle)</small>  <b>C/O CELANESE CORPORATION, 222 W LAS COLINAS BLVD, SUITE 900N</b>  <small>(Street)</small>  <b>IRVING, TX 75039</b>  <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Celanese Corp [ CE ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>5/12/2024</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span>
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</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

**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	103		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	14,769.315	D	
Phantom Stock	(4)	5/13/2024		A		56.757		(3)	(3)	Common Stock	56.757	\$160.24	14,826.072	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) Each share of phantom stock represents the right to receive one share of Common Stock or the cash value of one share of Common Stock.
- (5) The reported phantom stock represents dividend equivalents on cash compensation and restricted stock units deferred under the Plan. As provided by the Plan, the reporting person may transfer a portion of the phantom stock account into an alternative investment account at any time. The shares of phantom stock become payable in cash or shares of Common Stock, subject to certain conditions and as provided in the Plan, on the earlier of the date previously elected by the reporting person to receive payment or upon 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
<b>Brown William M</b> <b>C/O CELANESE CORPORATION</b> <b>222 W LAS COLINAS BLVD, SUITE 900N</b> <b>IRVING, TX 75039</b>	<b>X</b>			

**Signatures**

/s/ Adam R. Santosuoso, Attorney-in-Fact for William M. Brown

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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