

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

☐ 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.

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

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) |
| Brown William M | Celanese Corp [CE] | |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | _X_ Director 10% Owner |
| (Last) (First) (Middle) | | Officer (give title below) Other (specify below) |
| C/O CELANESE CORPORATION, 222 | 11/13/2023 | |
| W LAS COLINAS BLVD, SUITE 900N | | |
| (Street) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
| IRVING, TX 75039 | | X _ Form filed by One Reporting Person Form filed by More than One Reporting Person |
| (City) (State) (Zip) | | Form filed by More than One Reporting Person |
| | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| | | | | - | | | | | | |
|----------------------|----------------|--------------|--------------|----|--------------|-------------|--------|--|-------------|-------------|
| 1. Title of Security | 2. Trans. Date | 2A. Deemed | 3. Trans. Co | de | 4. Securit | ies Acquire | ed (A) | 5. Amount of Securities Beneficially Owned | 6. | 7. Nature |
| (Instr. 3) | | Execution | (Instr. 8) | | or Dispos | ed of (D) | | Following Reported Transaction(s) | Ownership | of Indirect |
| | | Date, if any | | | (Instr. 3, 4 | 4 and 5) | | (Instr. 3 and 4) | Form: | Beneficial |
| | | | | | | | | | Direct (D) | Ownership |
| | | | | | | | | | or Indirect | (Instr. 4) |
| | | | | | | (A) or | | | (I) (Instr. | |
| | | | Code | V | Amount | (D) | Price | | 4) | |
| | | | | | | | | | | |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | | • | | 0.1 | - | | - | | , | | |
|---------------|---|-------------------|---|---------------------------------|---|---|--|---------------------|---------------------|-----------------|----------------------------------|----------|-------------------------------------|---|---------------------------------------|
| (Instr. 3) | Conversion or Exercise Price of Derivative | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) | | 5. Number of Derivative Sec Acquired (A) of Disposed of (E (Instr. 3, 4 and | ivative Securities and uired (A) or posed of (D) | | and Expiration Date | | | | Securities Beneficially Owned | Ownership Form of Derivative Security: | Beneficial Ownership (Instr. 4) |
| | Security | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | Reported Transaction(s) | Direct (D) or Indirect (I) (Instr. 4) | |
| Phantom Stock | <u>(1)</u> | 11/13/2023 | | Α | | 75.957 | | <u>(2)</u> | (2) | Common Stock | 75.957 | \$117.85 | 12,863.77 | D | |

Explanation of Responses:

(1) 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.

(2) The reported phantom stock represents dividend equivalents on cash compensation and restricted stock units deferred under the Company's 2008 Deferred Compensation Plan (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 | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | |
| Brown William M C/O CELANESE CORPORATION 222 W LAS COLINAS BLVD, SUITE 900N IRVING, TX 75039 | X | | | | | | |

Signatures

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

**Signature of Reporting Person

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.