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# CELANESE CORP

Reported by

**IHLENFELD JAY V**

# FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/02/20 for the Period Ending 02/28/20

| | |
|---|---|
| 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 |

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# 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**

**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

OMB APPROVAL
OMB Number: 3235-0287
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| 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) |
|---|---|---|
| **IHLENFELD JAY V**<br>(Last) (First) (Middle)<br>**C/O CELANESE CORPORATION, 222 W. LAS COLINAS BLVD., SUITE 900N**<br>(Street)<br>**IRVING, TX 75039-5421**<br>(City) (State) (Zip) | **Celanese Corp [ CE ]**<br>3. Date of Earliest Transaction (MM/DD/YYYY)<br>**2/28/2020**<br>4. If Amendment, Date Original Filed (MM/DD/YYYY) | __X__ Director _____ 10% Owner<br>_____ Officer (give title below) _____ Other (specify below)<br>6. Individual or Joint/Group Filing (Check Applicable Line)<br>_X_ Form filed by One Reporting Person<br>___ 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 | | | |

**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) | **2/28/2020** | | **A** | | **60.28** | | (2) | (2) | **Common Stock** | **60.28** | **$93.74** | **9174.228** | **D** | |

**Explanation of Responses:**

**(1)** Each share of phantom stock represents the right to receive one share of Common Stock.

**(2)** The reported phantom stock represents dividend equivalents on compensation deferred under the Company's 2008 Deferred Compensation Plan (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 |
| **IHLENFELD JAY V**<br>**C/O CELANESE CORPORATION**<br>**222 W. LAS COLINAS BLVD., SUITE 900N**<br>**IRVING, TX 75039-5421** | **X** | | | |

**Signatures**

**/s/ James R. Peacock III, Attorney-in-Fact for Jay V. Ihlenfeld** — **3/2/2020**

** 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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