

CELANESE CORP

Reported by HAIN J TRAVIS

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/21/05 for the Period Ending 11/17/05

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IRVING, TX, 75039-5421

Telephone 972-443-4000

CIK 0001306830

Symbol CE

Fiscal Year 12/31





[] 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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

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 * | | | | | | Issuer Name and Ticker or Trading Symbol Celanese CORP [CE] | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|---|------|-------------|---------|----------|--|---|----------|-----------------------------|--------|--|-----------|---------------------------|--|---|------------|--|------------------------------------|--|
| HAIN J TRAVIS (Last) (First) (Middle) | | | | _ | 3. Date of Earliest Transaction (MM/DD/YYYY) 11/17/2005 | | | | | | | | DirectorX10% Owner Officer (give title below) Other (specify below) | | | | | |
| (Street) (City) (State) (Zip) | | | | 4.] | | | | | | | | _ X_F | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| | | | Table | I - No | n-Der | ivati | ive Secu | ırities Acc | quir | ed, Di | sposed o | f, or | Beneficial | ly Own | ed | | | |
| 1. Title of Security (Instr. 3) | | | | 2. Trans | . Date | ate 2A. Deemed Execution Date, if any | | 3. Trans. Coo (Instr. 8) | | 4. Securities Acquir or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) | | | Following (Instr. 3 and | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | | | Form: Direct (D) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Series A Common Stock 11/17/200 | | | | 2005 | | | s | | 887574 | D | \$17. | 1 | 7017595 (1)(2) | | | I | see footnote | |
| | Tabl | le II - Der | ivative | Secur | ities l | Bene | ficially | Owned (| e.g. , | , puts, | calls, wa | arrar | ıts, option | s, conve | rtible sec | urities) | | |
| 1. Title of Derivate Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security 3. Tra Date | | | | | Trans. nstr. 8) | Acc Dis | | | | Date Exercisable an Expiration Date Date Expiration Expiration | | Secur Deriv (Instr. | ities Underlyi ative Security 3 and 4) | Underlying Derivati Security Security | | f 9. Number of derivative Securities Beneficially Owned Following Reported | Ownership Form of Derivative | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | Code | V | (A) | (D) | | cisable | | Title | Shares | | | Transaction(s) (Instr. 4) | (I) (Instr. 4) | |

Explanation of Responses:

- (1) Pursuant to that Third Amended and Restated Shareholders' Agreement, dated as of 10/31/05, as amended by Amendment #1, by and among Celanese Corporation, Blackstone Capital Partners (Cayman) Ltd. 1 ("BCP 1"), Blackstone Capital Partners (Cayman) Ltd. 2 ("BCP 2") and Blackstone Capital Partners (Cayman) Ltd. 3 ("BCP 3" and, together with BCP 1 and BCP 2, the "Blackstone Entities") and BA Capital Investors Sidecar Fund, L.P. ("BACI"), BACI has granted BCP 1 (or one or more of its affiliates) a proxy (the "Proxy") to vote the shares of Series A Common Stock held by BACI with respect to all matters to be acted upon by the stockholders of Celanese Corporation at any time during the term of such Shareholders Agreement or until such time as the Blackstone entities and BACI together own less than 50% of the outstanding shares of Series A Common Stock or the Proxy is otherwise terminated.
- (2) BACI and the Blackstone entities and certain of their affiliates may be considered to have acted or to be acting in concert with respect to the common stock and, consequently, BACI and the Blackstone Entities and certain of their affiliates may be deemed to constitute a "group" for purposes of Section 13(D) of the Exchange Act. BACI disclaims membership in any such "group" with the Blackstone Entities and certain of their affiliates. Including the shares of common stock held by the Blackstone Entities, BACI's aggregate beneficial ownership would be 94,908,661 shares of Series A Common Stock. BACI disclaims such beneficial ownership.
- (3) BA CAPITAL INVESTORS SIDECAR FUND, L.P. ("BACI") OWNS THE SECURITIES REPORTED AS BENEFICIALLY OWNED ON THIS FORM 4. AS A DIRECTOR OF BACM I SIDECAR GP LIMITED, THE GENERAL PARTNER OF BA CAPITAL MANAGEMENT SIDECAR, L.P., WHICH IS THE GENERAL PARTNER OF BACI, MR. HAIN CONTROLS BACI. MR. HAIN DISCLAIMS BENEFICIAL OWNERSHIP OF THE REPORTED SHARES EXCEPT TO THE EXTENT OF HIS PECUNIARY INTEREST THEREIN.

Reporting Owners

| reporting Owners | | | | | | | |
|--------------------------------|---------------|-----------|----------------|-------|--|--|--|
| Paparting Owner Name / Address | Relationships | | | | | | |
| Reporting Owner Name / Address | Director | 10% Owner | ips Officer | Other | | | |
| HAIN J TRAVIS | | | | | | | |
| | | X | | | | | |
| | | | | | | | |

Signatures

/s/ J. Travis Hain 11/21/2005

**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.

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.