

Celanese CORP
Form 4
January 05, 2012

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ONEILL PAUL H

(Last) (First) (Middle)

C/O CELANESE CORPORATION, 1601 W. LBJ FREEWAY

(Street)

DALLAS, TX 75234

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Celanese CORP [CE]

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)		
				Code	V	Amount	(A) or (D) Price		
Series A Common Stock	01/03/2012		M		7,141.45	A	③	12,403.45	D
Series A Common Stock	01/03/2012		D		0.45	D	\$ 45.97	12,403	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock	(1)	01/03/2012		I	5,320.6 (2)	(2)	01/03/2012	Series A Common Stock	5,320
Phantom Stock	(1)	01/03/2012		M	7,141.45 (3)	01/03/2012	01/03/2012	Series A Common Stock	7,141.45

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ONEILL PAUL H
C/O CELANESE CORPORATION
1601 W. LBJ FREEWAY
DALLAS, TX 75234

X

Signatures

/s/ James R. Peacock III, Attorney-in-Fact for Paul H. O'Neill

01/05/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

Each share of phantom stock represents the right to receive one share of Series A Common Stock or the cash value thereof. The shares of phantom stock are payable in cash or shares of Series A Common Stock, as provided in the Company's 2008 Deferred Compensation

(1) Plan, on the earlier of the date previously elected by the reporting person to receive payment or the termination of such person's service as a director of the Company, and prior to settlement, the reporting person had the right to transfer a portion of the phantom stock into an alternative investment account.

(2) The reported phantom stock represents compensation for director services, which were previously deferred under the 2008 Deferred Compensation Plan. On January 3, 2012, these shares of phantom stock were settled for cash.

(3) The reported phantom stock represents annual grants of restricted stock units, including dividend equivalents, which were previously deferred under the 2008 Deferred Compensation Plan. On January 3, 2012, the shares of phantom stock were settled for an equal number of shares of the Company's Series A Common Stock, except for fractional shares paid in cash.

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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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