

Celanese Corp
Form 4
April 26, 2013

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 *
WALTERS FARAH M

(Last) (First) (Middle)

C/O CELANESE CORPORATION, 222 W. LAS COLINAS BLVD., SUITE 900N

(Street)

IRVING, TX 75039-5421

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/24/2013

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Series A Common Stock | 04/24/2013 | | A | | 1,958 (1) | A | \$ 0 24,271 D |
| Series A Common Stock | 04/26/2013 | | D | | 2,000 (2) | D | 22,271 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) | 8. Price of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Phantom Stock | (3) | 04/26/2013 | | A | 2,000 | (4) (4) | Series A Common Stock | 2,000 (2) |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WALTERS FARAH M
C/O CELANESE CORPORATION
222 W. LAS COLINAS BLVD., SUITE 900N
IRVING, TX 75039-5421

X

Signatures

/s/ James R. Peacock III, Attorney-in-Fact for Farah M.
Walters

04/26/2013

__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).

Annual grant of restricted stock units pursuant to the Company's 2009 Global Incentive Plan, as Amended and Restated April 19, 2012.

The restricted stock units vest in full on the one-year anniversary of the date of the grant. The reporting person has elected that upon vesting of the restricted stock units, receipt of the shares of Series A Common Stock be deferred under the Company's 2008 Deferred

(1) Compensation Plan; accordingly, upon vesting, the reporting person will instead receive an equal number of shares of phantom stock. As provided in the Company's 2008 Deferred Compensation Plan, the phantom stock becomes payable in shares of Series A Common Stock upon the earlier of the date previously elected by the reporting person to receive payment or the termination of the reporting person's service as a director of the Company.

(2) Upon vesting of 2,000 Restricted Stock Units granted to the reporting person on April 26, 2012, the reporting person deferred the receipt of 2,000 shares of Series A Common Stock and received instead 2,000 shares of phantom stock pursuant to the Company's 2008 Deferred Compensation Plan. As a result, the reporting person is reporting the disposition of 2,000 shares of Series A Common Stock in exchange for an equal number of shares of phantom stock.

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- (3) Each share of phantom stock represents the right to receive one share of Series A Common Stock.

As provided in the 2008 Deferred Compensation Plan, on the earlier date previously elected by the reporting person to receive payment or

- (4) the termination of the reporting person's service as a director of the Company, the reported phantom stock becomes payable in shares of Series A Common Stock subject to certain restrictions and limitations.

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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