

Jensen Christopher W  
 Form 4  
 October 05, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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

**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 \*  
 Jensen Christopher W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/01/2010

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 SVP, Finance and Treasurer

C/O CELANESE CORPORATION, 1601 W. LBJ FREEWAY

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

DALLAS, TX 75234

(City) (State) (Zip)

**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		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)			
Series A Common Stock	10/01/2010		M		17,500	A	① 23,604	D	
Series A Common Stock	10/01/2010		M		306	A	② 23,910	D	
Series A Common Stock <sup>(5)</sup>	10/01/2010		F		6,817	D	\$ 32.35 17,093	D	
Series A Common Stock	10/01/2010		A		7,155	A	③ 24,248	D	

Common  
Stock <sup>(3)</sup>

Series A

Common 10/01/2010 A 3,580 A <sup>(4)</sup> 27,828 D  
Stock <sup>(4)</sup>

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

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**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. Amount or Number of Shares
Restricted Stock Units <sup>(1)</sup>	<u>(1)</u>	10/01/2010		M	17,500	<u>(1)</u> / <u>(1)</u>	Series A Common Stock	17,500
Dividend Equivalent Right <sup>(2)</sup>	<u>(2)</u>	10/01/2010		M	306	<u>(2)</u> / <u>(2)</u>	Series A Common Stock	306

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Jensen Christopher W  
C/O CELANESE CORPORATION  
1601 W. LBJ FREEWAY  
DALLAS, TX 75234

SVP, Finance and Treasurer

## Signatures

Alexander M Ludlow, Attorney-in-fact for Christopher W.  
Jensen

10/05/2010

\*\*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).

(1) Vesting of Restricted Stock Units ("RSUs") granted to the reporting person on April 23, 2008. Each RSU represents a contingent right to receive one share of Series A Common Stock.

Settlement of Dividend Equivalent Rights ("DERs") in connection with the vesting of the RSUs on which such DERs accrued. The DERs  
(2) accrue and vest concurrently with, and in proportion to, the RSUs to which they relate. Each DER represents the right to received one share of Series A Common Stock.

(3) Represents RSUs granted pursuant to the Company's 2009 Global Incentive Plan. Each RSU represents a contingent right to receive one share of Series A Common Stock. The RSUs will vest, subject to continued employment, on October 1, 2014.

Represents RSUs granted pursuant to the Company's 2009 Global Incentive Plan. Each RSU represents a contingent right to receive one  
(4) share of Series A Common Stock. The RSUs will vest, subject to continued employment, with respect to 30% of the RSUs on October 1, 2011, with respect to 30% of the RSUs on October 1, 2012 and with respect to 40% of the RSUs on October 1, 2014.

(5) Shares withheld for the payment of taxes on the vesting of Restricted Stock Units granted to the reporting person on October 1, 2009.

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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