

Celanese CORP
Form 4
April 28, 2008

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Townsend Jay

(Last) (First) (Middle)

C/O CELANESE
CORPORATION, 1601 WEST 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)
04/24/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Sr. VP, Corporate Dev.

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 - 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 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Series A Common Stock	04/24/2008		M		40,000	A	\$ 16	125,909 ⁽¹⁾ D
Series A Common Stock	04/24/2008		S		89	D	\$ 42.75	125,820 D
Series A Common Stock	04/24/2008		S		178	D	\$ 42.77	125,642 D
Series A	04/24/2008		S		178	D	\$	125,464 D

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Common Stock					42.79		
Series A Common Stock	04/24/2008	S	178	D	\$ 42.86	125,286	D
Series A Common Stock	04/24/2008	S	89	D	\$ 42.86	125,197	D
Series A Common Stock	04/24/2008	S	178	D	\$ 42.87	125,019	D
Series A Common Stock	04/24/2008	S	444	D	\$ 42.89	124,575	D
Series A Common Stock	04/24/2008	S	178	D	\$ 42.9	124,397	D
Series A Common Stock	04/24/2008	S	88	D	\$ 42.93	124,309	D
Series A Common Stock	04/24/2008	S	89	D	\$ 42.95	124,220	D
Series A Common Stock	04/24/2008	S	178	D	\$ 42.96	124,042	D
Series A Common Stock	04/24/2008	S	133	D	\$ 42.97	123,909	D
Series A Common Stock	04/24/2008	S	177	D	\$ 43	123,732	D
Series A Common Stock	04/24/2008	S	533	D	\$ 43.01	123,199	D
Series A Common Stock	04/24/2008	S	355	D	\$ 43.02	122,844	D
Series A Common Stock	04/24/2008	S	489	D	\$ 43.02	122,355	D
Series A Common Stock	04/24/2008	S	578	D	\$ 43.03	121,777	D

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Series A Common Stock	04/24/2008	S	178	D	\$ 43.04	121,599	D
Series A Common Stock	04/24/2008	S	222	D	\$ 43.05	121,377	D
Series A Common Stock	04/24/2008	S	445	D	\$ 43.08	120,932	D
Series A Common Stock	04/24/2008	S	267	D	\$ 43.1	120,665	D
Series A Common Stock	04/24/2008	S	178	D	\$ 43.12	120,487	D
Series A Common Stock	04/24/2008	S	45	D	\$ 43.13	120,442	D
Series A Common Stock	04/24/2008	S	178	D	\$ 43.14	120,264	D
Series A Common Stock	04/24/2008	S	267	D	\$ 43.15	119,997	D
Series A Common Stock	04/24/2008	S	89	D	\$ 43.16	119,908	D
Series A Common Stock	04/24/2008	S	177	D	\$ 43.18	119,731	D
Series A Common Stock	04/24/2008	S	88	D	\$ 43.2	119,643	D
Series A Common Stock	04/24/2008	S	356	D	\$ 43.21	119,287	D

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

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(9-02)

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

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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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 16	04/24/2008		M	40,000	(2) 01/21/2015	Series A Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Townsend Jay C/O CELANESE CORPORATION 1601 WEST LBJ FREEWAY DALLAS, TX 75234	Sr. VP, Corporate Dev.

Signatures

/s/ Robert L. Villasenor, Attorney-in-Fact for Jay
Townsend

04/28/2008

____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) Includes 419 shares held in the reporting person's 401(k) account.
- (2) Granted pursuant to the Company's 2004 Stock Incentive Plan. The option shares vested with respect to 15% of the option shares on January 21, 2005, with respect to 30% of the option shares on each of December 31, 2005 and 2006, with respect to 15% of the option shares on December 31, 2007 and, subject to continued employment and achievement of certain performance targets, will vest with respect to 10% of the option shares on December 31, 2008.

Remarks:

The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

This is part one of six of a Form 4 filed by the reporting person. The Form 4 was filed in six parts due to the restrictions in the

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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