

Celanese CORP
Form 4
April 28, 2008

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 *
SHAW CURTIS S

(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)
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
 Officer (give title below) Other (specify below)
Exec VP, Gen Coun. & Corp. Sec

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Series A Common Stock	04/24/2008		M	18,500	A	\$ 15.16	45,600 D
Series A Common Stock	04/24/2008		M	31,500	A	\$ 16.83	77,100 D
Series A Common Stock	04/24/2008		S	111	D	\$ 42.75	76,989 D
Series A Common Stock	04/24/2008		S	222	D	\$	76,767 D

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Common Stock						42.77		
Series A Common Stock	04/24/2008	S	222	D	\$ 42.79	76,545	D	
Series A Common Stock	04/24/2008	S	222	D	\$ 42.86	76,323	D	
Series A Common Stock	04/24/2008	S	111	D	\$ 42.86	76,212	D	
Series A Common Stock	04/24/2008	S	222	D	\$ 42.87	75,990	D	
Series A Common Stock	04/24/2008	S	556	D	\$ 42.89	75,434	D	
Series A Common Stock	04/24/2008	S	222	D	\$ 42.9	75,212	D	
Series A Common Stock	04/24/2008	S	112	D	\$ 42.93	75,100	D	
Series A Common Stock	04/24/2008	S	111	D	\$ 42.95	74,989	D	
Series A Common Stock	04/24/2008	S	222	D	\$ 42.96	74,767	D	
Series A Common Stock	04/24/2008	S	167	D	\$ 42.97	74,600	D	
Series A Common Stock	04/24/2008	S	223	D	\$ 43	74,377	D	
Series A Common Stock	04/24/2008	S	667	D	\$ 43.01	73,710	D	
Series A Common Stock	04/24/2008	S	445	D	\$ 43.02	73,265	D	
Series A Common Stock	04/24/2008	S	611	D	\$ 43.02	72,654	D	

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Series A Common Stock	04/24/2008	S	722	D	\$ 43.03	71,932	D
Series A Common Stock	04/24/2008	S	222	D	\$ 43.04	71,710	D
Series A Common Stock	04/24/2008	S	278	D	\$ 43.05	71,432	D
Series A Common Stock	04/24/2008	S	555	D	\$ 43.08	70,877	D
Series A Common Stock	04/24/2008	S	333	D	\$ 43.1	70,544	D
Series A Common Stock	04/24/2008	S	222	D	\$ 43.12	70,322	D
Series A Common Stock	04/24/2008	S	55	D	\$ 43.13	70,267	D
Series A Common Stock	04/24/2008	S	222	D	\$ 43.14	70,045	D
Series A Common Stock	04/24/2008	S	333	D	\$ 43.15	69,712	D
Series A Common Stock	04/24/2008	S	111	D	\$ 43.16	69,601	D
Series A Common Stock	04/24/2008	S	223	D	\$ 43.18	69,378	D
Series A Common Stock	04/24/2008	S	112	D	\$ 43.2	69,266	D

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)

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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 of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 15.16	04/24/2008		M	18,500	<u>(1)</u> 04/18/2015	Series A Common Stock	18,500
Non-Qualified Stock Option (right to buy)	\$ 16.83	04/24/2008		M	31,500	<u>(2)</u> 10/10/2015	Series A Common Stock	31,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHAW CURTIS S C/O CELANESE CORPORATION 1601 W. LBJ FREEWAY DALLAS, TX 75234			Exec VP, Gen Coun. & Corp. Sec	

Signatures

/s/ Robert L. Villasenor, Attorney-in-Fact for Curtis S. Shaw
 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) Granted pursuant to the Company's 2004 Stock Incentive Plan. The option shares vested with respect to 20% of the option shares on each December 31 of 2005, 2006 and 2007 and, subject to continued employment will continue to vest with respect to 20% of the option shares on December 31, 2008 and on March 31, 2009.
 - (2) Granted pursuant to the Company's 2004 Stock Incentive Plan. The option shares vested 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 25% 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

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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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