

Jensen Christopher W
 Form 4
 October 04, 2011

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)
 10/01/2011

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SVP, Finance

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 (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	10/01/2011		F	533 ⁽¹⁾	D	\$ 33.75	24,143	D
Series A Common Stock	10/03/2011		M	17,500 ⁽²⁾	A	\$ 0	41,643	D
Series A Common Stock	10/03/2011		M	410 ⁽³⁾	A	\$ 0	42,053	D
Series A Common Stock	10/03/2011		F	4,771	D	\$	37,282	D

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Common Stock	<u>(4)</u>	32.51		
Series A Common Stock		673.69 <u>(5)</u>	I	By 401(k) Plan

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)

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Unit	<u>(2)</u>	10/03/2011		M	17,500	<u>(2)</u>	<u>(2)</u>	Series A Common Stock	17,500
Dividend Equivalent Right	<u>(6)</u>	10/03/2011		A	23	<u>(7)</u>	<u>(7)</u>	Series A Common Stock	23
Dividend Equivalent Right	<u>(3)</u>	10/03/2011		M	410	<u>(3)</u>	<u>(3)</u>	Series A Common Stock	410

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	

Signatures

/s/ James R. Peacock III, Attorney-in-Fact for Christopher W.
Jensen

10/04/2011

__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) Shares withheld for the payment of taxes on the vesting of restricted stock units granted to the reporting person on October 1, 2009 and October 1, 2010.
- (2) Represents vesting and settlement of restricted stock units granted to the reporting person on April 23, 2008 under the Company's 2004 Stock Incentive Plan.
- (3) Settlement of dividend equivalent rights in connection with the vesting of the restricted stock units granted on April 23, 2008. The dividend equivalent rights accrued and vested concurrently with, and in proportion to, such restricted stock units.
- (4) Shares withheld for the payment of taxes on the vesting of restricted stock units granted to the reporting person on April 23, 2008 and settlement of related dividend equivalent rights.
- (5) Represents equivalent shares of Series A Common Stock held by the reporting person under the Celanese Americas Retirement Savings Plan as of September 30, 2011.
- (6) Each dividend equivalent right represents the right to receive one share of Series A Common Stock.
- (7) Represents dividend equivalent rights inadvertently not credited to the reporting person's account for the restricted stock units granted on April 23, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.