

Celanese CORP
Form 4
February 12, 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 *
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)
02/08/2008

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)
Sr. VP, Corporate Dev.

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	02/08/2008		M	40,000	A	\$ 16	125,490 D
Series A Common Stock	02/08/2008		S	200	D	\$ 37.71	125,290 D
Series A Common Stock	02/08/2008		S	700	D	\$ 37.72	124,590 D
Series A Common Stock	02/08/2008		S	600	D	\$	123,990 D

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Common Stock						37.73	
Series A Common Stock	02/08/2008	S	100	D	\$ 37.75	123,890	D
Series A Common Stock	02/08/2008	S	200	D	\$ 37.76	123,690	D
Series A Common Stock	02/08/2008	S	200	D	\$ 37.77	123,490	D
Series A Common Stock	02/08/2008	S	1,500	D	\$ 37.8	121,990	D
Series A Common Stock	02/08/2008	S	400	D	\$ 37.81	121,590	D
Series A Common Stock	02/08/2008	S	400	D	\$ 37.82	121,190	D
Series A Common Stock	02/08/2008	S	200	D	\$ 37.88	120,990	D
Series A Common Stock	02/08/2008	S	300	D	\$ 37.91	120,690	D
Series A Common Stock	02/08/2008	S	200	D	\$ 37.92	120,490	D
Series A Common Stock	02/08/2008	S	100	D	\$ 37.96	120,390	D
Series A Common Stock	02/08/2008	S	200	D	\$ 37.97	120,190	D
Series A Common Stock	02/08/2008	S	200	D	\$ 37.98	119,990	D
Series A Common Stock	02/08/2008	S	600	D	\$ 37.99	119,390	D
Series A Common Stock	02/08/2008	S	500	D	\$ 38.01	118,890	D

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Series A Common Stock	02/08/2008	S	100	D	\$ 38.04	118,790	D
Series A Common Stock	02/08/2008	S	200	D	\$ 38.06	118,590	D
Series A Common Stock	02/08/2008	S	1,100	D	\$ 38.07	117,490	D
Series A Common Stock	02/08/2008	S	200	D	\$ 38.08	117,290	D
Series A Common Stock	02/08/2008	S	1,200	D	\$ 38.11	116,090	D
Series A Common Stock	02/08/2008	S	600	D	\$ 38.14	115,490	D
Series A Common Stock	02/08/2008	S	1,500	D	\$ 38.15	113,990	D
Series A Common Stock	02/08/2008	S	600	D	\$ 38.2	113,390	D
Series A Common Stock	02/08/2008	S	1,100	D	\$ 38.32	112,290	D
Series A Common Stock	02/08/2008	S	300	D	\$ 38.34	111,990	D
Series A Common Stock	02/08/2008	S	100	D	\$ 38.35	111,890	D
Series A Common Stock	02/08/2008	S	300	D	\$ 38.36	111,590	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)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 16	02/08/2008		M	40,000	<u>(1)</u> 01/21/2013	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 02/12/2008

**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) The options vested with respect to 15% of the Option Shares on January 21, 2005; with respect to 20% on each of December 31, 2005; December 31, 2006 and December 31, 2007; and subject to continued employment will continue to vest at 20% on December 31, 2008, and with respect to the remaining 5% on March 31, 2009.

Remarks:

The sale transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person. 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.