

Townsend Jay
Form 4
November 01, 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 *
Townsend Jay

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)
10/28/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Business Strategy Dev.

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	10/28/2011		M	23,387	A	\$ 16	59,927	D
Series A Common Stock	10/28/2011		S	16,600	D	\$ 45.09	43,327	D
						(1)		
Series A Common Stock	10/28/2011		S	6,787	D	\$ 45.86	36,540	D
						(2)		
Series A							89,352	I
								By JF

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Common
Stock

Townsend
Investments,
LP

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

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SEC 1474
(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 Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 16	10/28/2011		M	7,283	<u>(3)</u> 01/21/2015	Series A Common Stock	7,283
Non-Qualified Stock Option (right to buy)	\$ 16	10/28/2011		M	16,104	<u>(4)</u> 01/21/2015	Series A Common Stock	16,104

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Townsend Jay C/O CELANESE CORPORATION 1601 W. LBJ FREEWAY DALLAS, TX 75234			SVP, Business Strategy Dev.	

Signatures

/s/ Gjon N. Nivica, Jr., Attorney-in-fact for Jay
Townsend

11/01/2011

__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).
- The reported price in this line is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from
- (1) \$44.62 to \$45.61. The reporting person will provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each price within the range.
 - (2) The reported price in this line is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$45.62 to \$46.17.
- Granted pursuant to the Company's 2004 Stock Incentive Plan. The options vested, with respect to 15% of the options on January 21, 2005, with respect to 30% of the options on each of December 31, 2005 and December 31, 2006, with respect to 15% on December 31, 2007 and with respect to 10% on December 31, 2008.
- (3) 2005, with respect to 30% of the options on each of December 31, 2005 and December 31, 2006, with respect to 15% on December 31, 2007 and with respect to 10% on December 31, 2008.
 - (4) Granted pursuant to the Company's 2004 Stock Incentive Plan. The options vested, with respect to 15% of the options on January 21, 2005, with respect to 20% of the options on each of December 31, 2005, December 31, 2006, December 31, 2007 and December 31, 2008 and with respect to 5% on March 31, 2009.

Remarks:

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

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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