

Celanese CORP
Form 4
February 12, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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)
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
X Officer (give title below) ____ Other (specify below)
Exec VP, Gen Coun. & Corp. Sec

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Series A Common Stock	02/08/2008		M		18,500	A	\$ 15.16
Series A Common Stock	02/08/2008		M		31,500	A	\$ 16.83
Series A Common Stock	02/08/2008		S		300	D	\$ 37.71
Series A Common Stock	02/08/2008		S		300	D	\$ 76,500

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Common Stock						37.72		
Series A Common Stock	02/08/2008	S	1,000	D	\$ 37.73	75,500	D	
Series A Common Stock	02/08/2008	S	1,500	D	\$ 37.75	74,000	D	
Series A Common Stock	02/08/2008	S	1,100	D	\$ 37.76	72,900	D	
Series A Common Stock	02/08/2008	S	400	D	\$ 37.77	72,500	D	
Series A Common Stock	02/08/2008	S	100	D	\$ 37.78	72,400	D	
Series A Common Stock	02/08/2008	S	100	D	\$ 37.79	72,300	D	
Series A Common Stock	02/08/2008	S	700	D	\$ 37.8	71,600	D	
Series A Common Stock	02/08/2008	S	100	D	\$ 37.81	71,500	D	
Series A Common Stock	02/08/2008	S	100	D	\$ 37.82	71,400	D	
Series A Common Stock	02/08/2008	S	100	D	\$ 37.84	71,300	D	
Series A Common Stock	02/08/2008	S	200	D	\$ 37.85	71,100	D	
Series A Common Stock	02/08/2008	S	100	D	\$ 37.89	71,000	D	
Series A Common Stock	02/08/2008	S	2,200	D	\$ 37.9	68,800	D	
Series A Common Stock	02/08/2008	S	100	D	\$ 37.92	68,700	D	

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Series A Common Stock	02/08/2008	S	600	D	\$ 37.93	68,100	D
Series A Common Stock	02/08/2008	S	600	D	\$ 37.94	67,500	D
Series A Common Stock	02/08/2008	S	600	D	\$ 37.96	66,900	D
Series A Common Stock	02/08/2008	S	200	D	\$ 37.97	66,700	D
Series A Common Stock	02/08/2008	S	500	D	\$ 37.98	66,200	D
Series A Common Stock	02/08/2008	S	1,700	D	\$ 37.99	64,500	D
Series A Common Stock	02/08/2008	S	200	D	\$ 38.02	64,300	D
Series A Common Stock	02/08/2008	S	600	D	\$ 38.03	63,700	D
Series A Common Stock	02/08/2008	S	200	D	\$ 38.05	63,500	D
Series A Common Stock	02/08/2008	S	800	D	\$ 38.06	62,700	D
Series A Common Stock	02/08/2008	S	1,200	D	\$ 38.07	61,500	D
Series A Common Stock	02/08/2008	S	300	D	\$ 38.09	61,200	D

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)

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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)	\$ 15.16	02/08/2008		M	18,500	<u>(1)</u> 04/18/2015	Series A Common Stock	18,500
Non-Qualified Stock Option (right to buy)	\$ 16.83	02/08/2008		M	31,500	<u>(1)</u> 10/10/2005	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. Villaseñor, Attorney-in-Fact for Curtis Shaw 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) 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 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.

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