

MADDEN DOUG
Form 4
December 07, 2012

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 *
MADDEN DOUG

2. Issuer Name and Ticker or Trading Symbol
Celanese Corp [CE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Operating Officer

(Last) (First) (Middle)
C/O CELANESE CORPORATION, 222 W. LAS COLINAS BLVD., SUITE 900N
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/05/2012

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

IRVING, TX 75039-5421

(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 | 12/05/2012 | | M | 56,775 | A | \$ 16 | 239,878 | D | |
| Series A Common Stock | 12/05/2012 | | S | 140,274 | D | \$ 42.03 | 99,604 | D | |
| Series A Common Stock | 12/06/2012 | | S | 40,813 | D | \$ 41.63 | 58,791 | D | |
| Series A | | | | | | | 11.19 | I | By 401(k) |

Common
Stock

Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | 12/05/2012 | | M | 56,775 | <u>(4)</u> 01/21/2015 | Series A Common Stock | 56,775 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MADDEN DOUG
C/O CELANESE CORPORATION
222 W. LAS COLINAS BLVD., SUITE 900N
IRVING, TX 75039-5421

Chief Operating Officer

Signatures

/s/ James R. Peacock III, Attorney-in-Fact for Doug
Madden

12/07/2012

**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) \$41.95 to \$42.29. 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.

(2)

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The reported price in this line is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$41.47 to \$41.76. 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.

- (3) Represents equivalent shares of Series A Common Stock held by the reporting person under the Celanese Americas Retirement Savings Plan as of November 30, 2012.

Granted pursuant to the Company's 2004 Stock Incentive Plan. The options vested, with respect to 15% of the options on January 21,

- (4) 2005, with respect to 30% 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.

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.