

BLACKSTONE CAPITAL PARTNERS CAYMAN IV LP
 Form 4
 May 22, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
BLACKSTONE MANAGEMENT ASSOCIATES CAYMAN IV LP

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP, 345 PARK AVENUE

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 05/18/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
 ___X___ 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 Ownership (Instr. 4) | | |
|-----------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|---|---------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Series A common stock, par value \$0.0001 per share | 05/18/2007 | | S(8) | | 13,647,620 | D | \$ 35.5 0 | I | See footnotes (1) (2) (3) (5) (6) (7) |
| Series A common stock, par value \$0.0001 per share | 05/18/2007 | | S(8) | | 946,501 | D | \$ 35.5 0 | I | See footnotes (1) (2) (3) (5) (6) (7) |

| | | | | | | | | |
|--------------------------------------------------------------------|------------|------------------|-----------|---|------------|---|---|------------------------------------------------------------------------------------------|
| Series A common stock, par value \$0.0001 per share | 05/18/2007 | S ⁽⁸⁾ | 7,420,144 | D | \$ 35.5 | 0 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> |
| Series A common stock, par value \$0.0001 per share | 05/18/2007 | S ⁽⁸⁾ | 92,332 | D | \$ 35.5 | 0 | I | See footnotes <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> |

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------------------------------------------------|---------------|--------------|---------|----------------|
| | Director | 10% Owner | Officer | Other |
| BLACKSTONE MANAGEMENT ASSOCIATES CAYMAN IV LP C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | | X | | See Remarks |
| BLACKSTONE CAPITAL PARTNERS CAYMAN IV LP BLACKSTONE GROUP | | X | | |

345 PARK AVE
NEW YORK, NY 10154

BLACKSTONE FAMILY INVESTMENT PARTNERSHIP CAYMAN
IV-A LP

BLACKSTONE GROUP X

345 PARK AVE
NEW YORK, NY 10154

BLACKSTONE CAPITAL PARTNERS CAYMAN IV- A LP

BLACKSTONE GROUP X

345 PARK AVE
NEW YORK, NY 10154

Blackstone Chemical Coinvest Partners (Cayman) L.P.

345 PARK AVENUE X

NEW YORK, NY 10154

Blackstone Management Partners IV L.L.C.

345 PARK AVENUE Other

NEW YORK, NY 10154

Signatures

/s/ Robert L.
Friedman

05/18/2007

**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).

- Blackstone Capital Partners (Cayman) Ltd. 1 ("Cayman 1"), Blackstone Capital Partners (Cayman) Ltd. 2 ("Cayman 2"), and Blackstone Capital Partners (Cayman) Ltd. 3 ("Cayman 3" and, collectively with Cayman 1 and Cayman 2, the "Cayman Entities"), respectively owned 13,647,620, 946,501 and 7,420,144 shares of the Series A common stock previously reported as beneficially owned. Blackstone
- (1) Capital Partners (Cayman) IV L.P. ("BCP IV") owns 100% of Cayman 1. Blackstone Family Investment Partnership (Cayman) IV-A L.P. ("BFIP") and Blackstone Capital Partners (Cayman) 1V-A L.P. ("BCP IV-A") collectively own 100% of Cayman 2. Blackstone Chemical Coinvest Partners (Cayman) L.P. ("BCCP" and, collectively with BCP IV, BFIP and BCP IV-A, the "Blackstone Funds") owns 100% of Cayman 3.

- Each of the Blackstone Funds may have been deemed to be the beneficial owner of the shares of Series A common stock held by the Cayman Entities owned by such Blackstone Funds. Blackstone Management Associates (Cayman) IV L.P. ("BMA") is the general
- (2) partner of each of the Blackstone Funds and, therefore, may also be deemed to have been the beneficial owner of the shares of Series A common stock held by the Cayman Entities. Blackstone LR Associates (Cayman) IV Ltd. ("BLRA") is the general partner of BMA and may also, therefore, have been deemed to be the beneficial owner of the shares of Series A common stock held by the Cayman Entities.

- (3) Messrs. Peter G. Peterson and Stephen A. Schwarzman are directors and controlling persons of BLRA and, as such, may have been deemed to share beneficial ownership of the shares of Series A common stock held by the Cayman Entities.

- Blackstone Management Partners IV, L.L.C. ("BMP") owned 92,332 shares of Series A common stock previously reported as
- (4) beneficially owned. Messrs. Peter G. Peterson and Stephen A. Schwarzman are controlling members of BMP and, as such, may have been deemed to share beneficial ownership of the shares of Series A common stock held by BMP.

- (5) Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.

- (6) Information with respect to each of the Reporting Persons is given solely by such Reporting Persons, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.

- (7) Pursuant to Rule 16a-1(a)(4) of the Exchange Act, each of the Reporting Persons, other than the Cayman Entities and BMP, herein states that this filing shall not be deemed an admission that he or it was the beneficial owner of any of the shares of Series A common stock

Edgar Filing: BLACKSTONE CAPITAL PARTNERS CAYMAN IV LP - Form 4

covered by this Statement. Each of BLRA, BMA and Messrs. Peter G. Peterson and Stephen A. Schwarzman disclaims beneficial ownership of the Series A common stock, except to the extent of its or his pecuniary interest in such shares of Series A common stock.

- (8) The shares of the Series A common stock reported as disposed of in the above table were sold in a secondary offering of the Issuer's Series A common stock pursuant to an Underwriting Agreement, dated May 14, 2007.

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.