

Celanese CORP  
Form 4  
July 28, 2008

# FORM 4

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

OMB APPROVAL

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## 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 \*  
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)  
07/24/2008

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)  
EVP, General Counsel and Sec.

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           | 07/24/2008                           |  | M                              | 18,500  | A   | \$ 15.16   | 45,600  | D |
| Series A Common Stock           | 07/24/2008                           |  | M                              | 31,500  | A   | \$ 16.83   | 77,100  | D |
| Series A Common Stock           | 07/24/2008                           |  | S                              | 49,800  | D   | \$ 39.47   | 27,300  | D |
| Series A Common Stock           | 07/24/2008                           |  | S                              | 200   | D   | \$ (1)   | 27,100  | D |

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Common Stock 39.98

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)

| 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)  | \$ 15.16   | 07/24/2008                           |  | M                              | 18,500  | (2) 04/18/2015   | Series A Common Stock                                       | 18,500                     |
| Non-Qualified Stock Option (right to buy)  | \$ 16.83   | 07/24/2008                           |  | M                              | 31,500  | (2) 10/10/2015   | 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

EVP, General Counsel and Sec.

Signatures

/s/ Robert L. Villasenor, Attorney-in-Fact for Curtis S. Shaw

07/28/2008

\*\*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).

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- The reported sales price in this line is a weighted average sales price. The prices actually received range from \$38.96 to \$39.94. The
- (1) reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares purchased at each separate price within the range.
  - (2) Granted pursuant to the Company's 2004 Stock Incentive Plan. The option shares vested with respect to 30% of the option shares on each of December 31, 2005 and 2006, with respect to 15% of the option shares on December 31, 2007 and, subject to continued employment and achievement of certain performance targets, will vest with respect to 25% of the option shares on December 31, 2008.

### **Remarks:**

The sales reported in 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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