

GALLAGHER JOHN J III
 Form 4
 December 14, 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 *
 GALLAGHER JOHN J III

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)
 12/12/2007

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

EVP & President, Acetyls

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		
Series A Common Stock	12/12/2007		M	200,000	A \$ 18.3	237,000	D
Series A Common Stock	12/12/2007		S	15,700	D \$ 42.5	221,300	D
Series A Common Stock	12/12/2007		S	6,000	D \$ 42.51	215,300	D
Series A Common Stock	12/12/2007		S	4,000	D \$	211,300	D

Edgar Filing: GALLAGHER JOHN J III - Form 4

Common Stock						42.52		
Series A Common Stock	12/12/2007	S	4,000	D	\$ 42.53	207,300	D	
Series A Common Stock	12/12/2007	S	1,800	D	\$ 42.54	205,500	D	
Series A Common Stock	12/12/2007	S	4,300	D	\$ 42.55	201,200	D	
Series A Common Stock	12/12/2007	S	3,900	D	\$ 42.56	197,300	D	
Series A Common Stock	12/12/2007	S	5,300	D	\$ 42.57	192,000	D	
Series A Common Stock	12/12/2007	S	3,400	D	\$ 42.58	188,600	D	
Series A Common Stock	12/12/2007	S	4,400	D	\$ 42.59	184,200	D	
Series A Common Stock	12/12/2007	S	3,200	D	\$ 42.6	181,000	D	
Series A Common Stock	12/12/2007	S	4,900	D	\$ 42.61	176,100	D	
Series A Common Stock	12/12/2007	S	3,000	D	\$ 42.62	173,100	D	
Series A Common Stock	12/12/2007	S	2,700	D	\$ 42.63	170,400	D	
Series A Common Stock	12/12/2007	S	1,000	D	\$ 42.64	169,400	D	
Series A Common Stock	12/12/2007	S	8,400	D	\$ 42.65	161,000	D	
Series A Common Stock	12/12/2007	S	4,287	D	\$ 42.66	146,713	D	

Edgar Filing: GALLAGHER JOHN J III - Form 4

Series A Common Stock	12/12/2007	S	4,913	D	\$ 42.67	151,800	D
Series A Common Stock	12/12/2007	S	2,400	D	\$ 42.68	149,400	D
Series A Common Stock	12/12/2007	S	1,100	D	\$ 42.69	148,300	D
Series A Common Stock	12/12/2007	S	8,400	D	\$ 42.7	139,900	D
Series A Common Stock	12/12/2007	S	7,400	D	\$ 42.71	132,500	D
Series A Common Stock	12/12/2007	S	3,800	D	\$ 42.72	128,700	D
Series A Common Stock	12/12/2007	S	5,100	D	\$ 42.73	123,600	D
Series A Common Stock	12/12/2007	S	7,700	D	\$ 42.74	115,900	D
Series A Common Stock	12/12/2007	S	5,600	D	\$ 42.75	110,300	D
Series A Common Stock	12/12/2007	S	13,250	D	\$ 42.76	97,050	D
Series A Common Stock	12/12/2007	S	8,300	D	\$ 42.77	88,750	D
Series A Common Stock	12/12/2007	S	3,000	D	\$ 42.78	85,750	D

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)

Edgar Filing: GALLAGHER JOHN J III - Form 4

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Non-Qualified Stock Option (Right to Buy)	\$ 18.3	12/12/2007		M	100,000	<u>(1)</u>	08/31/2015	Series A Common Stock	10
Non-Qualified Stock Option (Right to Buy)	\$ 18.3	12/12/2007		M	100,000	<u>(2)</u>	08/31/2015	Series A Common Stock	10

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GALLAGHER JOHN J III C/O CELANESE CORPORATION 1601 W. LBJ FREEWAY DALLAS, TX 75234			EVP & President, Acetyls	

Signatures

/s/ Suzanne L. Kersten, Attorney-in-Fact for John J. Gallagher III 12/14/2007

**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).
- (1) Granted pursuant to the Company's 2004 Stock Incentive Plan. The options vest with respect to 20% on each of December 31, 2005 and December 31, 2006, and subject to continued employment, will vest with respect to 20% on each of December 31, 2007, December 31, 2008, and March 31, 2009.
- (2) Granted pursuant to the Company's 2004 Stock Incentive Plan. The options vest with respect to 15% of the options on December 31, 2005, with respect to 30% of the options on December 31, 2006, and subject to continued employment and achievement of certain performance targets, will vest with respect to 30% of the options on December 31, 2007, and with respect to 25% of the option shares on December 31, 2008, and (ii) will vest 100%, in any event, regardless of the achievement of certain performance targets, no later than August 31, 2013.

Remarks:

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

This is Part One of a Form 4 filed by the reporting person. The Form 4 was filed in three parts due to the restrictions in the elec

Edgar Filing: GALLAGHER JOHN J III - Form 4

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.