SANDERS DANIEL S

Check this box

if no longer

subject to

Section 16.

Form 4 or

Form 4 May 04, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SANDERS DANIEL S

Symbol Celanese CORP [CE] 5. Relationship of Reporting Person(s) to

(Check all applicable)

OMB

Number:

Expires:

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OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

below)

(First) (Last)

(Middle)

3. Date of Earliest Transaction

2. Issuer Name and Ticker or Trading

X_ Director 10% Owner Officer (give title Other (specify

C/O CELANESE CORPORATION, 1601 W. LBJ

FREEWAY

Security

(Instr. 3)

4. If Amendment, Date Original

05/02/2011

(Month/Day/Year)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

DALLAS, TX 75234

(City) (State) 1. Title of 2. Transaction Date 2A. Deemed

(Street)

(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 1. Title of 7. Title and Amount of 8. Price (Month/Day/Year) Execution Date, if Transaction of **Expiration Date** Underlying Securities Derivat Conversion

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/D	any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Security (Instr. 5
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	05/02/2011		A	5.92		(2)	(2)	Series A Common Stock	5.92	\$ 49.5

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SANDERS DANIEL S C/O CELANESE CORPORATION 1601 W. LBJ FREEWAY DALLAS, TX 75234

X

Signatures

/s/ James R. Peacock III, Attorney-in-Fact for Daniel S. Sanders

05/04/2011

**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) Each share of phantom stock represents the right to receive either one share of Series A Common Stock or the cash value of one share of Series A Common Stock.

The phantom stock represents dividend equivalents on compensation deferred under the Company's 2008 Deferred Compensation Plan.

As provided in the Company's 2008 Deferred Compensation Plan, the reporting person may transfer a portion of the phantom stock account into an alternative investment account at any time, and following the termination of the reporting person's service as a director of the Company, the shares of phantom stock become payable in either cash or shares of Series A Common Stock.

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.

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