### Edgar Filing: Celanese CORP - Form 4

Celanese CORP

Form 4											
April 26, 2010	Л									PPROVAL	
	S SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						OMB Number:	3235-028			
Check this if no longer subject to Section 16. Form 4 or Form 5 obligations may contin <i>See</i> Instruct	F CHANGES IN BENEFICIAL OWN SECURITIES Section 16(a) of the Securities Exchange Public Utility Holding Company Act of 1 of the Investment Company Act of 1940					e Act of 1934, f 1935 or Sectio	Expires: January 3 20 Estimated average burden hours per response 0				
1(b).											
(Print or Type Re	sponses)										
1. Name and Address of Reporting Person <u>*</u> WALTERS FARAH M			2. Issuer Name <b>and</b> Ticker or Trading Symbol Celanese CORP [CE]				5	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			(Check all applicable)					
C/O CELANI CORPORATI FREEWAY		/. LBJ	(Month/Da 04/22/20	-				XDirector Officer (give below)		• Owner er (specify	
	(Street)	(Street) 4. If Amend Filed(Month			e Original			6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
DALLAS, TX	K 75234							Form filed by M Person	More than One Re	eporting	
(City)	(State)	(Zip)	Table	I - Non-De	rivative S	ecurit	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Executi any	on Date, if			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial			
Restricted Stock Unit	04/22/2010			Code V	Amount 2,565	(D)	Price ( <u>1</u> )	(Instr. 3 and 4) 2,565	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.

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		(Instr. 3 and 4)		8. Pric Deriva Securi (Instr.
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(3)</u>	04/23/2010	А	5,126	(4)	(4)	Series A Common Stock	5,126	\$

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner Officer		Other			
WALTERS FARAH M C/O CELANESE CORPORATION 1601 W. LBJ FREEWAY DALLAS, TX 75234	Х						
Signatures							
/s/ Alexander M Ludlow, Attorney-in Walters	04/26/2010						

\*\*Signature of Reporting Person

## **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 Restricted Stock Unit ("RSU") represents a contingent right to receive one share of Series A Common Stock.

The RSUs vest in full on the one-year anniversary of the date of grant. The reporting person has elected to defer the RSUs under the Company's 2008 Deferred Compensation Plan. Following the one-year anniversary of the date of grant, the RSUs will thereafter become

- (2) Company's 2006 Deferred Compensation Final. Following the one-year aninversary of the date of grant, the RSO's with therearter become payable in shares of Common Stock upon the termination of the reporting person's service as a director of the Company, in accordance with the terms of the 2008 Deferred Compensation Plan.
- (3) Each share of Phantom Stock represents the right to receive one share of Series A Common Stock.

The Phantom Stock represents Restricted Stock Units deferred under the Company's 2008 Deferred Compensation Plan. The shares of

(4) Phantom Stock are payable in cash or shares of Series A Common Stock, as provided in the Company's 2008 Deferred Compensation Plan, following the termination of the reporting person's service as director of the Company.

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.

Date