

Celanese CORP
Form 4
October 30, 2007

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)
10/26/2007

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)
Exec VP, Gen Coun. & Corp. 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Series A Common Stock | 10/26/2007 | | M | | 37,000 | A | \$ 15.16 |
| Series A Common Stock | 10/26/2007 | | S | | 37,000 | D | \$ 41.66 |
| Series A Common Stock | 10/26/2007 | | M | | 50,000 | A | \$ 16.83 |
| Series A Common Stock | 10/26/2007 | | S | | 50,000 | D | \$ 27,100 |

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| | | | | | | | |
|-----------------------|------------|--|---|-------|---|----------|----------|
| Common Stock | | | | | | 41.66 | |
| Series A Common Stock | 10/26/2007 | | M | 6,200 | A | \$ 16.83 | 33,300 D |
| Series A Common Stock | 10/26/2007 | | S | 6,200 | D | \$ 41.66 | 27,100 D |
| Series A Common Stock | 10/29/2007 | | M | 6,800 | A | \$ 16.83 | 33,900 D |
| Series A Common Stock | 10/29/2007 | | S | 6,800 | D | \$ 41.75 | 27,100 D |

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

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(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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Options (right to buy) | \$ 15.16 | 10/26/2007 | | M | 37,000 | <u>(1)</u> | 04/18/2015 | Series A Common Stock | 37,000 |
| Non-Qualified Stock Options (right to buy) | \$ 16.83 | 10/26/2007 | | M | 50,000 | <u>(1)</u> | 10/10/2015 | Series A Common Stock | 50,000 |
| Non-Qualified Stock Options (right to buy) | \$ 16.83 | 10/26/2007 | | M | 6,200 | <u>(2)</u> | 10/10/2015 | Series A Common Stock | 6,200 |
| Non-Qualified Stock Options (right to buy) | \$ 16.83 | 10/29/2007 | | M | 6,800 | <u>(2)</u> | 10/10/2015 | Series A Common Stock | 6,800 |

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 | | | Exec VP, Gen Coun. & Corp. Sec | |

Signatures

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

Shaw

10/30/2007

__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 option shares vested with respect to 30% of the option shares on each of December 31, 2005 and 2006 and, subject to continued employment and achievement of certain performance targets, will vest with respect to 15% of the option shares on December 31, 2007, and with respect to 25% of the option shares on December 31, 2008.

(2) Granted pursuant to the Company's 2004 Stock Incentive Plan. The option shares vested with respect to 20% on each of December 31, 2005 and 2006 and, subject to continued employment, will vest with respect to 20% of the option shares on each of December 31, 2007, December 31, 2008 and March 31, 2009.

Remarks:

Exhibit List - Exhibit 24 Power of Attorney

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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