

Celanese CORP
Form 4
August 10, 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 *
Townsend Jay

(Last) (First) (Middle)

C/O CELANESE CORPORATION, 1601 WEST 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)
08/10/2007

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)
Sr. VP, Bus. Strat. and Dev.

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 |
| Class A Common Stock | 08/08/2007 | | M | | 12,300 | A | \$ 16 92,729 |
| Class A Common Stock | 08/08/2007 | | S | | 100 | D | \$ 37 92,629 |
| Class A Common Stock | 08/08/2007 | | S | | 1,500 | D | \$ 37.01 91,129 |
| Class A Common Stock | 08/08/2007 | | S | | 1,000 | D | \$ 90,129 |

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| | | | | | | | | |
|----------------------|------------|---|-------|---|----------|--------|---|--|
| Common Stock | | | | | | 37.02 | | |
| Class A Common Stock | 08/08/2007 | S | 1,000 | D | \$ 37.04 | 89,129 | D | |
| Class A Common Stock | 08/08/2007 | S | 300 | D | \$ 37.05 | 88,829 | D | |
| Class A Common Stock | 08/08/2007 | S | 300 | D | \$ 37.06 | 88,529 | D | |
| Class A Common Stock | 08/08/2007 | S | 300 | D | \$ 37.08 | 88,229 | D | |
| Class A Common Stock | 08/08/2007 | S | 900 | D | \$ 37.09 | 87,329 | D | |
| Class A Common Stock | 08/08/2007 | S | 1,100 | D | \$ 37.1 | 86,229 | D | |
| Class A Common Stock | 08/08/2007 | S | 300 | D | \$ 37.12 | 85,929 | D | |
| Class A Common Stock | 08/08/2007 | S | 1,200 | D | \$ 37.15 | 84,729 | D | |
| Class A Common Stock | 08/08/2007 | S | 600 | D | \$ 37.17 | 84,129 | D | |
| Class A Common Stock | 08/08/2007 | S | 200 | D | \$ 37.22 | 83,929 | D | |
| Class A Common Stock | 08/08/2007 | S | 800 | D | \$ 37.25 | 83,129 | D | |
| Class A Common Stock | 08/08/2007 | S | 1,300 | D | \$ 37.27 | 81,829 | D | |
| Class A Common Stock | 08/08/2007 | S | 200 | D | \$ 37.38 | 81,629 | D | |
| Class A Common Stock | 08/08/2007 | S | 300 | D | \$ 37.49 | 81,329 | D | |

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| | | | | | | | |
|----------------------------|------------|---|-----|---|-------------|--------|---|
| Class A Common Stock | 08/08/2007 | S | 300 | D | \$ 37.5 | 81,029 | D |
| Class A Common Stock | 08/08/2007 | S | 600 | D | \$ 37.52 | 80,429 | 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.

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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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option (right to buy) | \$ 16 | 08/08/2007 | | M | 12,300 | <u>(1)</u> 01/21/2013 | Class A Common Stock | 12,300 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Townsend Jay C/O CELANESE CORPORATION 1601 WEST LBJ FREEWAY DALLAS, TX 75234 | | | Sr. VP, Bus. Strat. and Dev. | |

Signatures

/s/ Kevin J. Rogan, as Attorney-in-fact for Jay C. Townsend

08/10/2007

__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) The reporting person is exercising 12,300 options that vested on January 21, 2005.

The options vested with respect to 15% of the Option Shares on January 21, 2005; with respect to 20% on each of December 31, 2005,

(2) December 31, 2006; and subject to continued employment, will continue to vest 20% on December 31, 2007 and December 31, 2008, and with respect to the remaining 5% on March 31, 2009.

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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