

MADDEN DOUG
Form 4
February 07, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
MADDEN DOUG

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)
02/03/2012

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

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | Code V | Amount | Price | |
| Series A Common Stock | 02/03/2012 | | M | 100,000 | A \$ 16 | 273,818 | D |
| Series A Common Stock | 02/03/2012 | | S | 100,000 | D \$ 51.45 | 173,818 | D |
| Series A Common Stock | | | | | | 552.18 ⁽²⁾ | I By 401(k) Plan |

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

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SEC 1474
(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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|-------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 16 | 02/03/2012 | | M | 71,711 | ⁽³⁾ 01/21/2015 | Series A Common Stock | 71,711 |
| Non-Qualified Stock Option (right to buy) | \$ 16 | 02/03/2012 | | M | 28,289 | ⁽⁴⁾ 01/21/2015 | Series A Common Stock | 28,289 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MADDEN DOUG C/O CELANESE CORPORATION 1601 W. LBJ FREEWAY DALLAS, TX 75234 | | | Chief Operating Officer | |

Signatures

/s/James R. Peacock III, Attorney-in-fact for Doug Madden

02/07/2012

__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).

- The reported price in this line is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from
- (1) \$51.10 to \$51.92. The reporting person will provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each price within the range.
- (2) Represents equivalent shares of Series A Common Stock held by the reporting person under the Celanese Americas Retirement Savings Plan as of January 31, 2012.

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Granted pursuant to the Company's 2004 Stock Incentive Plan. The options vested, with respect to 15% of the options on January 21, 2005, with respect to 20% on each of December 31, 2005, December 31, 2006, December 31, 2007 and December 31, 2008 and with respect to 5% on March 31, 2009.

Granted pursuant to the Company's 2004 Stock Incentive Plan. The options vested, with respect to 15% of the options on January 21, 2005, with respect to 30% on each of December 31, 2005 and December 31, 2006, with respect to 15% on December 31, 2007 and with respect to 10% on December 31, 2008.

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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