

Sutton Scott McDougald
 Form 4/A
 December 05, 2017

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 *
 Sutton Scott McDougald

(Last) (First) (Middle)

C/O CELANESE CORPORATION, 222 W LAS COLINAS BLVD, SUITE 900N

(Street)

IRVING, TX 75039

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Celanese Corp [CE]

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/05/2017

4. If Amendment, Date Original Filed(Month/Day/Year)
 11/13/2017

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Security |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|--|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|--|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | |
|---------------------|--|----------------------|-----------------|--------------------------------------|------------------|------------------|-----------------------|------------|
| | | | Code V | (A) | (D) | | | |
| | | | | | Date Exercisable | Expiration Date | Title | Am Nur Sha |
| Phantom Stock | (1) | 09/05/2017 | J | 400.2081 (2) | (3) | (3) | Series A Common Stock | 40 |
| Phantom Stock | (1) | 09/05/2017 | J | 408.7743 (4) | (3) | (3) | Series A Common Stock | 40 |
| Phantom Stock | (1) | 11/09/2017 | A | 3.007 | (3) | (3) | Series A Common Stock | 3 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Sutton Scott McDougald C/O CELANESE CORPORATION 222 W LAS COLINAS BLVD, SUITE 900N IRVING, TX 75039 | | | COO | |

Signatures

/s/ James R. Peacock III, attorney-in-fact for Scott McDougald
Sutton 12/05/2017

__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 the cash value of one share of Series A Common Stock.
- (2) Represents phantom shares disposed of in the reporting person's deferred compensation plan account resulting from rebalancing of investment options.
The reported phantom stock represents compensation deferred under the Company's 2008 Deferred Compensation Plan (the "Plan") and dividends thereon. As provided by the Plan, the reporting person may transfer the phantom stock account into an alternative investment account at any time. The shares of phantom stock become payable in cash, subject to certain conditions, on the earlier of the date previously elected by the reporting person to receive payment or the reporting person's termination of employment.
- (3) Represents phantom shares acquired in the reporting person's deferred compensation plan account resulting from the rebalancing of investment options. The aggregate increase in the number of shares of phantom stock acquired as a result of the rebalancing was 8.566 shares.
- (4)

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.