

Celanese Corp
 Form 4
 May 15, 2012

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 *
 ONEILL PAUL H

(Last) (First) (Middle)

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

(Street)

IRVING, TX 75039-5421

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/11/2012

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)

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)	Price			
				Code	V	Amount	(D)	Price
Series A Common Stock	05/13/2012		D	1,664	D	12,739	D	

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)

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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)	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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Phantom Stock	(2)	05/11/2012		I	740.21 <u>(3)</u>	(3)	05/11/2012	Series A Common Stock	740.2
Phantom Stock	(2)	05/13/2012		A	1,664	(4)	(4)	Series A Common Stock	1,664

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ONEILL PAUL H
C/O CELANESE CORPORATION
222 W. LAS COLINAS BLVD., SUITE 900N
IRVING, TX 75039-5421

X

Signatures

/s/ James R. Peacock III, Attorney-in-Fact for Paul H. O'Neill

05/15/2012

**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).

- Upon the vesting of the restricted stock units granted to the reporting person on May 13, 2011, the reporting person deferred the receipt of 1,664 shares of Series A Common Stock and received instead 1,664 shares of phantom stock pursuant to the Company's 2008 Deferred Compensation Plan. As a result, the reporting person is reporting the disposition of 1,664 shares of series Common Stock in exchange for an equal number of shares of phantom stock.
- (1) Each share of phantom stock represents the right to receive either one share of Series A Common Stock or the cash value of one share of Series A Common Stock.
 - (2) The reported phantom stock represents compensation for director services, which were previously deferred under the 2008 Deferred Compensation Plan. On May 11, 2012, these shares of phantom stock were settled for cash.
 - (3) As provided in the 2008 Deferred Compensation Plan, the reported phantom stock becomes payable in shares of Series A Common Stock upon the termination of the reporting person's service as a 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.

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