

Celanese Corp
Form 4
October 25, 2013

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 *
Sterin Steven

(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)
10/24/2013

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)
SVP & CFO

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Series A Common Stock	10/24/2013		M	50,000	A	\$ 40.13	108,375	D
Series A Common Stock	10/24/2013		M	9,990	A	\$ 32.35	118,365	D
Series A Common Stock	10/24/2013		M	10,424	A	\$ 32.51	128,789	D
Series A	10/24/2013		S ⁽¹⁾	65,240	D	\$	63,549	D

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Common Stock	57.66 <u>(2)</u>			
Series A Common Stock		1,027.86	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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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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (Right to Buy)	\$ 40.13	10/24/2013		M	50,000	<u>(3)</u> 07/25/2017	Series A Common Stock	50,000
Non-Qualified Stock Option (Right to Buy)	\$ 32.35	10/24/2013		M	9,990	<u>(4)</u> 10/01/2017	Series A Common Stock	9,990
Non-Qualified Stock Option (Right to Buy)	\$ 32.51	10/24/2013		M	10,424	<u>(5)</u> 10/01/2018	Series A Common Stock	10,424

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

SVP & CFO

Signatures

/s/ James R. Peacock III, Attorney-in-Fact for Steven Sterin

10/25/2013

__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 sales reported in this line were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 29, 2013. The reported price in this line is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from
- (2) \$57.27 to \$57.94. 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.
- (3) Granted pursuant to the Company's 2004 Stock Incentive Plan. The options vested with respect to 25% of the options on each of January 1, 2009, January 1, 2010, January 1, 2011 and January 1, 2012. Granted pursuant to the Company's 2009 Global Incentive Plan. The original option grant of 13,320 options vested with respect to 25% of such options on each of October 1, 2011, October 1, 2012 and October 1, 2013, and will continue to vest, subject to continued employment, with respect to 25% on October 1, 2014.
- (4) Granted pursuant to the Company's 2009 Global Incentive Plan. The original option grant of 20,850 options vested with respect to 25% of such options on each of October 1, 2012 and October 1, 2013, and will continue to vest, subject to continued employment, with respect to 25% of such options on each of October 1, 2014 and October 1, 2015.
- (5) Granted pursuant to the Company's 2009 Global Incentive Plan. The original option grant of 20,850 options vested with respect to 25% of such options on each of October 1, 2012 and October 1, 2013, and will continue to vest, subject to continued employment, with respect to 25% of such options on each of October 1, 2014 and October 1, 2015.

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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