

Edgar Filing: Celanese CORP - Form 11-K

Celanese CORP
Form 11-K
June 28, 2006

=====

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: December 31, 2005

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 0-26001

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

Celanese Americas Retirement Savings Plan
1601 W LBJ Freeway
Dallas, TX 75234

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

Celanese Corporation
1601 W LBJ Freeway
Dallas, TX 75234

=====

CONTENTS

	Page
Report of Independent Registered Public Accounting Firm.....	2
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits as of December 31, 2005 and 2004.....	3
Statements of Changes in Net Assets Available for Benefits for the Years Ended December 31, 2005 and 2005.....	4

Edgar Filing: Celanese CORP - Form 11-K

Notes to Financial Statements.....	5
Supplemental Schedule*	
Schedule H, line 4i - Schedule of Assets (Held at end of year) as of December 31, 2005.....	11
Signatures.....	25
Index to Exhibit.....	26
Consent.....	27

*Other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA") have been omitted because they are not applicable.

CELANESE AMERICAS RETIREMENT SAVINGS PLAN

Financial Statements and Supplemental Schedule

As of December 31, 2005 and 2004 and

for the Years Ended December 31, 2005 and 2004

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Plan Administrator, Investment, and Benefit Committees
of Celanese Americas Retirement Savings Plan:

We have audited the accompanying statements of net assets available for benefits of Celanese Americas Retirement Savings Plan (the Plan) as of December 31, 2005 and 2004, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Celanese Americas Retirement Savings Plan as of December 31, 2005 and 2004, and the changes in net assets available for benefits for the years then ended, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule H, line 4i-schedule of assets (held at end of year) as of December 31, 2005 is presented for the purpose of additional analysis and is not a required part of the basic

Edgar Filing: Celanese CORP - Form 11-K

financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ KPMG LLP

Dallas, Texas
June 27, 2006

2

CELANESE AMERICAS RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2005 AND 2004

	2005	2004
	-----	-----
	(In thousands)	
ASSETS		
Investments:		
Fair value	\$519,489	\$518,640
Contract value	187,250	189,084
	-----	-----
Total investments	706,739	707,724
	-----	-----
Receivables:		
Accrued interest and dividends	1,472	1,367
	-----	-----
Total receivables	1,472	1,367
	-----	-----
Total assets	708,211	709,091
LIABILITIES		
Payables	690	467
	-----	-----
Net assets available for benefits	\$707,521	\$708,624
	=====	=====

See accompanying notes to financial statements.

3

CELANESE AMERICAS RETIREMENT SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEARS ENDED DECEMBER 31, 2005 AND 2004

	2005	2004
	-----	-----

Edgar Filing: Celanese CORP - Form 11-K

(In thousands)

Investment income:		
Net appreciation of investments (Note 3)	\$ 31,949	\$ 54,015
Interest	12,114	11,232
Dividends	561	782
Other	488	102
	-----	-----
Total investment income	45,112	66,131
	-----	-----
Contributions:		
Company	10,231	10,488
Participant	20,728	21,066
Rollovers	921	708
	-----	-----
Total contributions	31,880	32,262
	-----	-----
Administrative expenses	(2,174)	(1,050)
Withdrawals and distributions	(91,320)	(71,983)
Transfers from(to) other plans (Note 1)	15,399	(11,081)
	-----	-----
Net increase(decrease)	(1,103)	14,279
Net assets available for benefits:		
Beginning of year	708,624	694,345
	-----	-----
End of year	\$ 707,521	\$ 708,624
	=====	=====

See accompanying notes to financial statements.

4

CELANESE AMERICAS RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

(1) DESCRIPTION OF THE PLAN

The Celanese Americas Retirement Savings Plan (the "Plan") is a participant directed, defined contribution plan sponsored by Celanese Americas Corporation and Subsidiaries ("Celanese" or the "Company"), a wholly owned subsidiary of Celanese Corporation. In October 2004, as part of an organizational restructuring, Celanese AG transferred all of the shares of Celanese Americas Corporation to Celanese Corporation, Celanese AG's ultimate parent. As a result of the organizational restructuring Celanese AG stock was eliminated as an investment option within the Plan. The Plan covers certain employees of the Company and its participating affiliates ("Participants"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). Participants in the Plan should refer to the Plan document for more complete details of the Plan's provisions.

On May 3, 2004, the Plan transferred \$11,081,490 to the Dow Chemical Company Employee Savings Plan. The transfer represents participant assets for employees that were transferred from the Plan to the Dow Chemical Company Employee Savings Plan in conjunction with Celanese AG's sale of its acrylates business.

Edgar Filing: Celanese CORP - Form 11-K

In February 2005, participant account balances of \$15,398,640 were transferred into the Plan from the Retirement Savings Plan of the ICI Group. This transfer represents participant assets for employees that were transferred to Celanese in conjunction with the purchase of the Vinamul emulsions business of the National Starch and Chemical Company, a subsidiary of ICI.

The Company has a trust agreement with State Street Bank & Trust Company. The trust agreement establishes a qualified trust for the Plan. The assets of the trust are managed by various investment managers appointed by the Company.

The Company's Investment Committee oversees the Plan and has discretionary authority to appoint an agent to direct the purchase and sale of investments in the Plan. The Company appointed the Plan Administrator and Investment Committee as the named fiduciaries of the Plan.

(A) ELIGIBILITY

Employees are eligible to participate in the Plan as soon as administratively practicable following their date of hire (taking into account the need to enroll and the timing of the Company's payroll cycles).

(B) PARTICIPANT CONTRIBUTIONS

Participants may contribute through payroll deductions from 2% to 80% of their eligible compensation, as defined in the Plan document subject to certain Internal Revenue Service ("the IRS") limitations, through payroll deductions. Participants may designate contributions as either "before tax," "after tax" or a combination of both. Participants' before tax contributions and Company contributions are deferred compensation pursuant to Section 401(k) of the Internal Revenue Code ("IRC").

(C) COMPANY CONTRIBUTIONS

The Company makes a contribution equal to the amount contributed by each Participant up to 5% of such Participant's eligible compensation for non-union participants, as defined in the

5

Plan document. The Company's contribution for union participants varies, as defined in the Plan document, but does not exceed 3% of the Participant's eligible compensation.

(D) VESTING

All Participants' contributions and income earned or losses incurred thereon are fully vested at all times. The Company's contributions and income earned or losses incurred thereon are vested either upon the completion of three years of service with the Company, as defined in the Plan document, death, retirement, total and permanent disability, involuntary termination of employment by the Company (other than for cause) or the attainment of age 65.

(E) FORFEITURES

Forfeitures of non-vested Company contributions are used to reduce

Edgar Filing: Celanese CORP - Form 11-K

future employer contributions or to restore prior forfeitures under certain conditions. In 2005 and 2004, Company contributions were reduced by \$442 and \$157,371, respectively, from forfeited non-vested accounts. At December 31, 2005 and 2004, forfeitures of \$495,699 and \$377,395, respectively, were available for reducing future employer contributions or to restore prior forfeitures under certain conditions.

(F) DISTRIBUTIONS AND WITHDRAWALS

A Participant's entire vested account balance shall be payable upon termination of employment, retirement, disability or death. Participants who suffer a "financial hardship" may withdraw all or part of their vested account balance before tax contributions subject to certain provisions, as described in the Plan document. Distributions and withdrawals under the Plan are made in cash in the form of a lump sum. Payments are made as soon as administratively practicable within the provisions of the Plan. The Plan allows for in-service withdrawals of vested contributions under certain circumstances, as defined in the Plan document.

(G) PARTICIPANT ACCOUNTS

Each Participant's account is credited with the Participant's contributions, the appropriate amount of the Company's contribution and an allocation of the Plan's earnings or losses and the investment management fees in accordance with the allocation provisions contained in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the Participant's vested account balance.

(H) PARTICIPANT LOANS

Participants who are actively working, and have a vested account balance of at least \$2,000, may borrow up to the lesser of 50% of the vested account balance or \$50,000 less the highest outstanding loan balance in the previous 12 months. The minimum loan available is \$1,000 and shall not exceed \$50,000. Loans are generally for periods of up to five years with the exception of the purchase of a primary residence in which case the loan can be for a period up to fifteen years. Loans are repaid in bi-weekly installments and include interest charges. The interest rate on new loans, fixed on the first business day of the month, is based on the Prime Lending Rate (per the Wall Street Journal) plus 1%. The range of interest rates for outstanding Participant loans as of December 31, 2005 and 2004 was 5% to 10.5% with maturities ranging from 2006 to 2020.

(I) INVESTMENTS

Plan Participants may direct the investment of their account in 1% increments among any of twelve investment options. A Participant may transfer all or a portion of his or her interest, in 1% increments, from one investment fund to another. Each of the Plan's investment options is managed for the Plan by independent investment managers, who employ a specific set of investment criteria endorsed and monitored by the Company.

CELANESE AG STOCK

On December 16, 2003, BCP Crystal Acquisition GmbH & Co. KG ("BCP"), a German limited partnership controlled by a group of investor funds advised by The Blackstone Group, announced its intention to launch a

Edgar Filing: Celanese CORP - Form 11-K

voluntary public offer to acquire all of the outstanding

6

shares, excluding treasury shares, of Celanese AG, for a price of euro 32.50 per share, without interest. On April 1, 2004, BCP announced that the minimum acceptance conditions for the offer had been met. One of the Plan's investment options for Participants included the company stock fund, which allowed Participants to invest in common shares of Celanese AG. Following the completion of the tender offer, Celanese AG shares were delisted from the New York Stock Exchange and the company stock fund was eliminated as an investment option. During 2004, the Plan eliminated the company stock fund as an investment option. During 2004, the Plan also added the Marsico Capital Management Fund as an investment option, which replaced the Janus Large Capital Fund as an investment option.

CELANESE CORPORATION STOCK

On August 8, 2005, an amendment was approved by the Plan whereby a "stock bonus plan" was adopted as a permanent feature of the Plan and shall be primarily invested in common shares of Celanese Corporation. This stock bonus plan limits employee holdings of Celanese Corporation common shares to twenty percent of the employee's total account balance under the Plan and imposes a 90 day restriction on reentry into the stock fund after a sale of stock. State Street Global Advisors was named as the fiduciary of the employer stock fund. The Trustee shall vote shares of Celanese stock in accordance with the instructions of the Participants in whose accounts the shares are held. Participants have the right to give such instructions whether they are vested or not. The trustee shall vote the total number of shares of Celanese Stock held by the Plan as of the date of the annual meeting of Celanese Corporation. Purchases and sales of Celanese Corporation stock are generally made on the open market on behalf of and as directed by Plan Participants. During 2005, the Trustee purchased 195,310 shares of Celanese Corporation stock for the fund at an average price of \$17.60 per share, and sold 6,755 shares of Celanese Corporation stock for the fund at an average price \$18.39 per share.

STABLE VALUE FUND

Included in the Plan's twelve investment options is the Stable Value Fund. The Stable Value Fund invests in a variety of investment grade fixed income securities, primarily U.S. Treasury, Agency, corporate, and mortgage-backed securities. The fund, also known as a synthetic guaranteed investment contract ("GIC"), also invests in a special kind of investment contract called a "benefit responsive wrap." The wrap provides for a guarantee of principal and a stabilized interest rate. The average yield of the investment contracts was 5.18% and 4.69% for the years ended December 31, 2005 and 2004, respectively. The crediting interest rate on investment contracts was 5.40% and 4.72% as of December 31, 2005 and 2004, respectively.

The crediting rates for certain GICs are reset quarterly and are based on the market value of the portfolio of assets underlying these contracts. Inputs used to determine the crediting rate include each contract's portfolio market value, current yield-to-maturity, duration (i.e. weighted average life) and market value relative to contract value. All contracts have a guaranteed rate of 0% or higher with respect to determining interest rates resets.

Edgar Filing: Celanese CORP - Form 11-K

A synthetic GIC provides for a guaranteed return on principal over a period of time through the use of underlying assets and a benefit responsive wrapper contract issued by a third party. The wrapper contract provides market and cash flow protection to the Plan. The value of the wrapper is determined by the difference between the fair value of the underlying assets and the contract value attributable by the wrapper to those assets. The value of the wrapper as of December 31, 2005 and 2004 was \$2,202,595 and \$(2,027,011), respectively.

7

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(A) BASIS OF PRESENTATION

The accompanying financial statements are prepared under the accrual method of accounting.

(B) VALUATION OF INVESTMENTS AND INCOME RECOGNITION

The Plan's investments are stated at fair value, which is determined through quoted market prices, except for the GIC, which is at contract value. Investments in the collective trust funds are valued at fair value based upon the quoted market values of the underlying assets, where available. Loans to Participants are valued at cost, which approximates fair value. All purchases and sales of securities are recorded on a trade-date basis.

Interest income is recorded when earned. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) in fair value of investments includes realized gains and losses on investments sold during the year as well as net appreciation (depreciation) of the investments held at the end of the year.

(C) RISKS AND UNCERTAINTIES

The assets of the Plan consist primarily of investments held at fair value. These investments are subject to market risks and are influenced by such factors as investment objectives, interest rates, stock market performance, economic conditions, and world affairs. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect Participants' account balances and the amounts reported in the financial statements.

(D) USE OF ESTIMATES

The preparation of financial statements in accordance with accounting standards generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

8

(E) PAYMENT OF BENEFITS

Edgar Filing: Celanese CORP - Form 11-K

Benefits are recorded when paid.

(E) RECLASSIFICATIONS

The Plan has reclassified certain 2004 amounts to conform to the 2005 presentation.

(3) INVESTMENTS

The following table presents the total investments of the Plan segregated by valuation method. Investments that represent five percent or more of the Plan's net assets as of December 31 are marked with an asterisk (*).

	As of December 31,	
	2005	2004
	(in thousands)	
QUOTED MARKET PRICE:		
Celanese Corporation Common Stock	3,605	--
Interest Bearing Cash	6,939	8,519
US Government Securities	34,690	32,702
Common Stock	25,962	18,999
Mutual Funds	9,507	11,449
	80,703	71,669
INVESTMENTS AT ESTIMATED FAIR VALUE:		
Alliance Collective Investment Trust	179,391*	184,855*
BGI Equity Index Fund 1	106,227*	112,807*
BGI Russell 2000 Alpha Tilts Fund F	60,977*	67,926*
Common/Collective Trusts	80,181	69,022
	426,776	434,610
INVESTMENTS AT ESTIMATED CONTRACT VALUE:		
Liquidity Cash	674	670
U.S. Treasury Notes	148	566
JPMCB Intermediate Bond Fund	184,226*	189,875*
Bank of America - wrapper	734	(676)
Caisse Depots Et Consignations - wrapper	734	(675)
State Street Bank - wrapper	734	(676)

Edgar Filing: Celanese CORP - Form 11-K

	-----	-----
	187,250	189,084
	-----	-----
LOANS TO PARTICIPANTS	-----	-----
	12,010	12,361
	-----	-----
	-----	-----
	\$706,739	\$ 707,724
	=====	=====

9

During 2005 and 2004, the Plan's investments (including investments bought and sold and held during the year) appreciated (depreciated) in value as follows (in thousands):

	For years ended December 31,	
	-----	-----
	2005	2004
	-----	-----
QUOTED MARKET PRICE:		
US Government Securities	\$ 1,029	\$ 1,274
Common Stock	1,885	40,824
Celanese Corporation, Common Stock	293	--
Mutual Funds	(158)	1,663
	-----	-----
	3,049	43,761
	-----	-----
INVESTMENTS AT ESTIMATED FAIR VALUE:		
Common/Collective Trusts	28,900	10,254
	-----	-----
	=====	=====
	\$ 31,949	\$ 54,015
	=====	=====

(4) PLAN TERMINATION

Although the Company has not expressed any intent to terminate the Plan, it may do so at any time, subject to the provisions of ERISA. Upon termination of the Plan, any Participant who is then an employee of the Company would become 100% vested in all Company contributions.

(5) FEDERAL INCOME TAXES

The IRS has determined and informed the Company by a letter dated April 19, 2004, that the Plan and related trust are designed in accordance with applicable sections of the IRC. Although the Plan has been amended since

Edgar Filing: Celanese CORP - Form 11-K

receiving the determination letter, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

(6) ADMINISTRATIVE EXPENSES

Administrative expenses (principally record keeping costs and legal fees) are accrued and charged against the respective funds of the Plan. Investment management fees, taxes, brokerage commissions, and related fees are paid from the respective funds from which they are levied, assessed, or incurred. Certain administrative expenses of the Plan are paid by the Company. Expenses not paid by the Company are paid by the Plan.

(7) PARTIES-IN-INTEREST

Certain Plan investments are shares of common/collective trust funds managed by JPMorgan/American Century or State Street Bank & Trust Company. In addition, certain Plan investments are in interest bearing cash managed by Morgan Guaranty Trust Company of New York. JPMorgan Retirement Plan Services is the record keeper and State Street Bank & Trust Company is the Trustee, as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. These transactions are covered by an exemption from the "prohibited transaction" provisions of ERISA and the IRC. The Plan also invests in the common stock of the Plan Sponsor as well as loans to Plan participants, both of which qualify as parties-in-interest to the Plan and are exempt from prohibited transaction rules.

10

Celanese Americas Retirement Savings Plan

05MK

PAGE: 1
PLAN YEAR ENDING: 12/31/05

COMPOSITE
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)

THIS IS A COMPOSITE REPORT FOR:

05MA	HOISINGTON INV. MGMT CO
05MB	BERNSTEIN
05MD	JP MORGAN
05ME	CELANESE SAV LOAN FUND
05MG	PIMCO
05MH	CAPITAL GUARDIAN
05ML	JP MORGAN
05MN	JP MORGAN
05MO	JP MORGAN
05MP	BARCLAYS
05MQ	
05MU	BARCLAYS
05MV	MARSICO CAPITAL MGMT LLC
05MW	SSGA

Edgar Filing: Celanese CORP - Form 11-K

Celanese Americas Retirement Savings Plan

05MK

PAGE: 2

PLAN YEAR ENDING: 12/31/05

COMPOSITE
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	MAT DATE	(D) COST
INTEREST BEARING CASH					
	BGI MONEY MARKET FD FOR EBT	CASH HELD AT ALEX BROWN			
		7.000			7.00
05MP	05499B995	2.000			2.00
05MU	05499B995	5.000			5.00
	BZW PRINCIPAL CASH				
		3.920			3.92
05MP	12399A986	3.060			3.06
05MU	12399A986	0.860			0.86
	*MORGAN GUARANTY TRUST CO OF NY LIQUIDITY FUND		0.001	12/31/2006	
		5,032,141.51			5,032,141.51
05MD	61699B004	611,460.70			611,460.70
05ML	61699B004	295,131.07			295,131.07
05MN	61699B004	149,612.27			149,612.27
05MO	61699B004	3,975,937.47			3,975,937.47
	*MORGAN GUARANTY TRUST CO OF NY LIQUIDITY FUND		0.010	12/31/2005	
		35,404.90			35,404.90
05MD	61699B004	35,404.90			35,404.90
	*STATE STREET BANK + TRUST CO	SHORT TERM INVESTMENT FUND	1.000	12/31/2030	
		1,871,342.86			1,871,342.86
05MA	8574809S8	952,357.41			952,357.41
05MQ	8574809S8	1,194.81			1,194.81
05MV	8574809S8	830,840.89			830,840.89
05MW	8574809S8	86,949.75			86,949.75
		6,938,900.19			6,938,900.19

[STATE STREET LOGO]

* Party-in-interest

Celanese Americas Retirement Savings Plan

05MK

PAGE: 3

Edgar Filing: Celanese CORP - Form 11-K

PLAN YEAR ENDING: 12/31/05

COMPOSITE
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	MAT (D) CO
U.S. GOVERNMENT SECURITIES				
		UNITED STATES TREAS BDS	6.625	02/15
05MA	912810EZ7	3,827,000.00		4,55
		3,827,000.00		4,55
		UNITED STATES TREAS BDS	6.375	08/15
05MA	912810FA1	4,910,000.00		5,48
		4,910,000.00		5,48
		UNITED STATES TREAS BDS	5.250	11/15
05MA	912810FF0	BD 6,585,000.00		6,68
		6,585,000.00		6,68
		UNITED STATES TREAS BDS	5.250	02/15
05MA	912810FG8	15,185,000.00		15,18
		15,185,000.00		15,18
		-----		-----
		30,507,000.00		31,91

[STATE STREET LOGO]

Celanese Americas Retirement Savings Plan

05MK

PAGE: 4

PLAN YEAR ENDING: 12/31/05

COMPOSITE
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	(D)
CORPORATE STOCKS - COMMON				
		UBS AG		COMMON STOCK
05MV	H8920M855	6,744.000		570
		6,744.000		570
		AMERICA MOVIL S A DEC V		SPONS ADR REPSTG SER L SHS
05MV	02364W105	2,348.000		70
		2,348.000		70
		AMGEN INC		COM

Edgar Filing: Celanese CORP - Form 11-K

05MV	031162100	AMYLIN PHARMACEUTICALS INC		8,669.000	698
				8,669.000	698
05MV	032346108	APPLE COMPUTER	COM NPV	5,303.000	172
				5,303.000	172
05MV	037833100	BURLINGTON NORTHN SANTA FE	COM	16,574.000	973
				16,574.000	973
05MV	12189T104	CVS CORP	COM	6,612.000	372
				6,612.000	372
05MV	126650100	CATERPILLAR INC	COM	9,504.000	215
				9,504.000	215
05MV	149123101	*CELANESE CORP DE	COM SER A	14,271.000	614
				14,271.000	614
05MW	150870103	CHICAGO MERCANTILE EXCHANGE	COM	188,555.000	3,317
				188,555.000	3,317
05MV	167760107	COUNTRYWIDE FINL CORP	COM	1,658.000	356
				1,658.000	356
05MV	222372104			13,939.000	444
				13,939.000	444

[STATE STREET LOGO]

* Party-in-interest

Celanese Americas Retirement Savings Plan

05MK

PAGE: 5

PLAN YEAR ENDING: 12/31/05

COMPOSITE
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	MAT DATE (D) COST
05MV	31428X106	FEDEX CORP COM	9,791.000	799,316.78
			9,791.000	799,316.78
05MV	35100E104	FOUR SEASONS HOTELS INC LTD VTG SH	3,104.000	166,560.64
			3,104.000	166,560.64
05MV	368710406	GENENTECH INC COM	19,233.000	1,012,457.40
			19,233.000	1,012,457.40
05MV	369550108	GENERAL DYNAMICS CORP COM	4,193.000	437,689.28
			4,193.000	437,689.28

Edgar Filing: Celanese CORP - Form 11-K

		GENERAL ELEC CO	COM	21,268.000	667,294.28
05MV	369604103			21,268.000	667,294.28
		GENZYME CORP	COM GEN DIV	3,146.000	233,928.59
05MV	372917104			3,146.000	233,928.59
		GOLDMAN SACHS GROUP INC	COM	2,836.000	343,931.72
05MV	38141G104			2,836.000	343,931.72
		GOOGLE INC	CL A	1,834.000	421,984.30
05MV	38259P508			1,834.000	421,984.30
		HALLIBURTON CO	COM	4,717.000	322,183.28
05MV	406216101			4,717.000	322,183.28
		HOME DEPOT INC	COM	10,046.000	398,847.82
05MV	437076102			10,046.000	398,847.82
		KB HOME	COM	5,492.000	315,813.78
05MV	48666K109			5,492.000	315,813.78
		LEHMAN BROTHERS HLDGS INC	COM	6,972.000	777,459.83
05MV	524908100			6,972.000	777,459.83

[STATE STREET LOGO]

Celanese Americas Retirement Savings Plan

05MK

PAGE: 6

PLAN YEAR ENDING: 12/31/05

COMPOSITE
SCHEDULE H, LINE 4I -SCHEDULE OF ASSETS
(HELD AT END OF YEAR)

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE	MAT DATE	(D) COST
		LENNAR CORP	CL A		
05MV	526057104		6,095.000	325,657.51	325,657.51
		LOCKHEED MARTIN CORP	COM	4,108.000	245,508.32
05MV	539830109		4,108.000	245,508.32	
		LOWES COS INC	USD0.50		
05MV	548661107		18,203.000	1,069,191.74	1,069,191.74
		M.D.C. HOLDINGS INC	COM	3,084.000	161,957.45
05MV	552676108		3,084.000	161,957.45	
		MGM MIRAGEINC	COM	16,275.000	616,557.90

Edgar Filing: Celanese CORP - Form 11-K

05MV	552953101	MEDTRONIC INC	COM	16,275.000	616,557.90
				10,371.000	526,516.19
05MV	585055106	MOTOROLA INC	COM	10,371.000	526,516.19
				32,837.000	728,569.31
05MV	620076109	PEPSICO INC	COM	32,837.000	728,569.31
				2,551.000	133,187.71
05MV	713448108	PROCTER AND GAMBLE CO	COM	2,551.000	133,187.71
				13,816.000	730,718.67
05MV	742718109	PROGRESSIVE CORP OHIO	COM	13,816.000	730,718.67
				2,357.000	250,075.62
05MV	743315103	QUALCOMM INC	COM	2,357.000	250,075.62
				17,209.000	601,564.08
05MV	747525103	QUEST DIAGNOSTICS INC	COM	17,209.000	601,564.08
				5,840.000	243,936.80
05MV	74834L100			5,840.000	243,936.80

[STATE STREET LOGO]

Celanese Americas Retirement Savings Plan

05MK

PAGE : 7

PLAN YEAR ENDING: 12/31/05

COMPOSITE
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST
	SLM CORP	COM	
05MV	78442P106	14,070.000	572,930.40
		14,070.000	572,930.40
	ST JOE CO	COM	
05MV	790148100	2,794.000	196,444.55
		2,794.000	196,444.55
	STARBUCKS CORP	COM	
05MV	855244109	13,758.000	303,210.42
		13,758.000	303,210.42
	STATION CASINOS INC		
05MV	857689103	1,525.000	102,251.25
		1,525.000	102,251.25
	TARGET CORP	COM	
05MV	87612E106	12,803.000	667,877.18
		12,803.000	667,877.18
	TOLL BROS INC	COM	
		3,104.000	108,025.61

Edgar Filing: Celanese CORP - Form 11-K

05MV	889478103	TOYOTA MTR CO	ADR 2 COM	3,104.000	108,025.61
				5,587.000	572,493.42
05MV	892331307	UCBH HLDGS INC	COM	5,587.000	572,493.42
				4,631.000	92,356.38
05MV	90262T308	UNION PAC CORP	COM	4,631.000	92,356.38
				4,994.000	366,818.98
05MV	907818108	UNITEDHEALTH GROUP INC	COM	4,994.000	366,818.98
				33,214.000	1,057,775.84
05MV	91324P102	WALGREEN CO	COM	33,214.000	1,057,775.84
				4,710.000	213,197.48
05MV	931422109	WYNN RESORTS LTD	COM	4,710.000	213,197.48
				2,776.000	156,848.41
05MV	983134107			2,776.000	156,848.41

[STATE STREET LOGO]

Celanese Americas Retirement Savings Plan

05MK

PAGE: 8

PLAN YEAR ENDING: 12/31/05

COMPOSITE
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST
	YUM BRANDS INC	COM	
		10,666.000	522,500.58
05MV	988498101	10,666.000	522,500.58
	ZIMMER HOLDINGS INC	COM	
		7,458.000	551,519.41
05MV	98956P102	7,458.000	551,519.41
		-----	-----
		621,645.000	24,823,241.49

[STATE STREET LOGO]

Celanese Americas Retirement Savings Plan

05MK

PAGE: 9

Edgar Filing: Celanese CORP - Form 11-K

PLAN YEAR ENDING:12/31/05

COMPOSITE
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST
LOANS TO PARTICIPANTS - OTHER			
	*LOANS TO PARTICIPANTS Interest rates from 5.0% to 10.5%		
05ME	53999S985	12,010,037.910 12,010,037.910	12,010,037.91 12,010,037.91
		----- 12,010,037.910	----- 12,010,037.91

[STATE STREET LOGO]

* Party-in-interest

Celanese Americas Retirement Savings Plan

05MK

PAGE: 10
PLAN YEAR ENDING: 12/31/05

COMPOSITE
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE M (D)
COMMON/COLLECTIVE TRUSTS			
	ALLIANCE COLLECTIVE INVT TR	BERNSTEIN STRATEGIC VALUE COL	
05MB	018564823	12,999,317.032 12,999,317.032	110,46 110,46
	* JPMCB SPECIAL SITUATION	PROPERTY FUND	
05ML	03499B925	462.465	41
05MN	03499b925	162.224 300.241	14 26
	BGI EQUITY INDEX FUND I		
05MP	05799K984	2,816,934.956 2,816,934.956	79,51 79,51
	BGI RUSSEL 2000 ALPHA	TILTS CL F	
		4,252,262.320	50,77

Edgar Filing: Celanese CORP - Form 11-K

05MU	05999K966		4,252,262.320	50,77
		CG INTL NON US EQUITY		
05MH	12599Q971		825,361.643	19,48
			825,361.643	19,48
		* JPMCB STRATEGIC PROPERTY		
		FND		
			1,455.194	1,52
05MD	46599C921		501.657	44
05ML	46599C921		408.065	45
05MN	46599C921		545.472	62
		* JPMCB EAFE REI FUND		
05MD	46799F989		23,109.788	21
			23,109.788	21
		* JPMBC EMERGING MARKETS EQUITY		
		REF 29803779		
			22,889.409	25
05ML	46799G953		12,114.880	12
05MN	46799G953		10,774.529	12
		* JPMBC US ACTIVE FIXED CORE FD		
		REF 29803773		
			637,782.901	15,86
05MD	46799G961		388,219.351	9,44
05ML	46799G961		178,315.760	4,55
05MN	46799G961		71,247.790	1,86
		* JPMBC US DISCIPLINED EQUITY FD		
		REF 29803764		
			406,410.029	8,20
05MD	46799G979		163,786.326	3,17

[STATE STREET LOGO]

* Party-in-interest

Celanese Americas Retirement Savings Plan

05MK PAGE: 11
PLAN YEAR ENDING: 12/31/05

COMPOSITE
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)

(A) FUND	(B) IDENTITY OF ISSUER	(C) DESCRIPTION OF INVESTMENT SHARES/PAR	RATE MAT DATE (D) COST
05ML	46799G979	132,391.867	2,715,086.16
05MN	46799G979	110,231.836	2,315,969.58
		* JPMBC US ANALYST FUND	
		REF 29803784	
			932,783.594
05MD	46799G987	189,927.771	1,577,224.59
05ML	46799G987	240,843.703	2,293,687.00

Edgar Filing: Celanese CORP - Form 11-K

05MN	46799G987		502,012.120	4,939,300.86
		* JPMBC EAFE EQUITY OPP FD	REF 29803782	
			238,650.602	2,520,945.35
05MD	467999926		39,406.903	331,670.78
05ML	467999926		74,182.872	788,502.88
05MN	467999926		125,060.827	1,400,771.69
		* JPMBC US REAL ESTATE SECS FD	REF 29803783	
			43,686.042	831,174.53
05ML	467999934		14,826.920	263,499.84
05MN	467999934		28,859.122	567,674.69
		* JPMBC EAFE PLUS FUND	REF 29803781	
			200,220.341	2,737,866.78
05ML	467999942		57,414.889	799,262.61
05MN	467999942		142,805.452	1,938,604.17
		* JPMBC US STRATEGIC SML CO EQ	REF29803776	
			172,117.297	3,448,753.29
05MD	47299X926		35,900.097	570,573.50
05ML	47299X926		54,535.268	1,117,615.10
05MN	47299X926		81,681.932	1,760,564.69
		* JPMBC CORP HIGH YIELD FD	REF 29803775	
			62,752.990	939,799.02
05ML	47299X934		28,180.731	413,739.51
05MN	47299X934		34,572.259	526,059.51
		* JPMBC EMERGING MKTS FIX INC FD	REF 29803773	
			45,974.828	956,869.69
05ML	47299X942		20,646.510	416,998.25
05MN	47299X942		25,328.318	539,871.44
		* JPMBC EMG MKTS FOCUSED FUND	REF 29803785	
			17,022.578	227,728.08
05MN	47299X967		17,022.578	227,728.08
			-----	-----
			23,699,194.009	307,182,426.13

[STATE STREET LOGO]

* Party-in-interest

Celanese Americas Retirement Savings Plan

05MK

PAGE: 12

PLAN YEAR ENDING: 12/31/05

COMPOSITE
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)

(A)
FUND

(B) IDENTITY OF ISSUER

(C) DESCRIPTION OF INVESTMENT
SHARES/PAR

RATE MA
(D) C

Edgar Filing: Celanese CORP - Form 11-K

REGISTERED INVESTMENT COMPANY

	PIMCO FDS PAC INVT MGMT SER	TOTAL RETURN FD II ADMIN CL	
05MG	693390544	952,592.789	9,867,0
		952,592.789	9,867,0
		-----	-----
		952,592.789	9,867,0

[STATE STREET LOGO]

Celanese Americas Retirement Savings Plan

05MK

PAGE: 13
PLAN YEAR ENDING: 12/31/05

COMPOSITE
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)

(A) FUND	(B) IDENTITY OF ISSUER	(E) CURRENT VALUE

INSURANCE CO. GENERAL ACCOUNT [Underlying assets]		
Liquidity Cash		673,938
U.S. Treasury Note		148,289
JPMCB Intermediate Bond Fund		184,225,564*
Bank of America - wrapper		734,125
Caisse Depots Et Consignations - wrapper		734,125
State Street Bank - wrapper		734,345*

Contract Value of Benefit Responsive Synthetic GIC		187,250,386

[STATE STREET LOGO]

* Party-in-interest

Celanese Americas Retirement Savings Plan

05MK

PAGE: 14
PLAN YEAR ENDING: 12/31/05

Edgar Filing: Celanese CORP - Form 11-K

COMPOSITE
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)

ASSET CATEGORY	UNITS	COST	CURRENT VALUE
INTEREST BEARING CASH	6,938,900.190	6,938,900.19	6,938,900.19
CERTIFICATES OF DEPOSIT	0.000	0.00	0.00
U.S. GOVERNMENT SECURITIES	30,507,000.000	31,911,079.26	34,689,980.01
CORP. DEBT INSTR. - PREFERRED	0.000	0.00	0.00
CORP. DEBT INSTR. - ALL OTHER	0.000	0.00	0.00
CORPORATE STOCKS - PREFERRED	0.000	0.00	0.00
CORPORATE STOCKS - COMMON	621,645.000	24,823,241.49	29,567,463.02
PARTN./JOINT VENTURE INTERESTS	0.000	0.00	0.00
REAL ESTATE-INCOME PRODUCING	0.000	0.00	0.00
REAL ESTATE-NON INC. PRODUCING	0.000	0.00	0.00
LOANS SECURED BY MTGES-RESID	0.000	0.00	0.00
LOANS SECURED BY MTGES-COM'L	0.000	0.00	0.00
LOANS TO PARTIC. - MORTGAGES	0.000	0.00	0.00
LOANS TO PARTICIPANTS - OTHER (Interest rates range from 5% to 10.5%)	12,010,037.910	12,010,037.91	12,010,037.91
OTHER	0.000	0.00	0.00
COMMON/COLLECTIVE TRUSTS	23,699,194.009	307,182,426.13	426,775,547.31
POOLED SEPARATE ACCOUNTS	0.000	0.00	0.00
103-12 INVESTMENTS	0.000	0.00	0.00
REGISTERED INVESTMENT COMPANY	952,592.789	9,867,029.69	9,506,876.04
INSURANCE CO. GENERAL ACCOUNT	187,250,386.400	187,250,386.40	187,250,386.40
** ASSET CATEGORY NOT FOUND **	0.000	0.00	0.00
GRAND TOTALS	261,979,756.298	579,983,101.07	706,739,190.88

See report of independent registered public accounting firm.

RUN DATE: 04/03/06

[STATE STREET LOGO]

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan Administrator has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

CELANESE AMERICAS RETIREMENT SAVINGS PLAN

Date: June 27, 2006

By: /s/ Steven M. Sterin

Steven M. Sterin
Vice President, Controller, and Principal
Accounting Officer of Celanese Corporation
Vice President and Corporate Controller of
Celanese Americas Corporation

Edgar Filing: Celanese CORP - Form 11-K

INDEX TO EXHIBITS

Exhibit Number

Description

23.1

Consent of Independent Registered Public Accounting Firm

26