

Celanese Corp  
Form 4  
April 28, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**WALTERS FARAH M**

(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)  
**04/24/2014**

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. 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) |
|---------------------------------|--------------------------------------|--|--------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code               | V   | Amount or Price   |  |                                   |
| Series A Common Stock           | 04/24/2014                           |  | A                  |   | 2,051<br>(1)  | A  | \$ 0 24,322 D                     |
| Series A Common Stock           | 04/24/2014                           |  | D                  |   | 1,958   | D  | (2) 22,364 D                      |

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

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number.

**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 Securities (Instr. 3 and 4) | 8. Price or Amount of Derivative Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Phantom Stock                              | (3)  | 04/24/2014                           |  | A                              | 1,958   | (4) (4)  | Series A Common Stock   | 1,958  |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

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

X

## Signatures

/s/ Jacqueline R. Hall, Attorney-in-Fact for Farah M. Walters

04/28/2014

\_\_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).

Annual grant of restricted stock units pursuant to the Company's 2009 Global Incentive Plan, as Amended and Restated April 19, 2012.

The restricted stock units vest in full on the one-year anniversary of the date of the grant. The reporting person has elected that upon vesting of the restricted stock units, receipt of the shares of Series A Common Stock be deferred under the Company's 2008 Deferred

(1) Compensation Plan; accordingly, upon vesting, the reporting person will instead receive an equal number of shares of phantom stock. As provided in the Company's 2008 Deferred Compensation Plan, the phantom stock becomes payable in shares of Series A Common Stock upon the earlier of the date previously elected by the reporting person to receive payment or the termination of the reporting person's service as a director of the Company.

(2) Upon vesting of 1,958 Restricted Stock Units granted to the reporting person on April 24, 2013, the reporting person deferred the receipt of 1,958 shares of Series A Common Stock and received instead 1,958 shares of phantom stock pursuant to the Company's 2008 Deferred Compensation Plan. As a result, the reporting person is reporting the disposition of 1,958 shares of Series A Common Stock in exchange for an equal number of shares of phantom stock.

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- (3) Each share of Phantom Stock represents the right to receive one share of Series A Common Stock.

As provided in the 2008 Deferred Compensation Plan, on the earlier date previously elected by the reporting person to receive payment or

- (4) the termination of the reporting person's service as a director of the Company, the reported phantom stock becomes payable in shares of Series A Common Stock subject to certain restrictions and limitations.

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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