

Celanese Corp
Form 4
April 24, 2017

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BLACKWELL JEAN S

(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)

04/20/2017

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 Indirect Beneficial Ownership (Instr. 4)
Series A Common Stock	04/20/2017		A	1,601 (1)	A \$ 0 4,318	D	
Series A Common Stock	04/21/2017		D	1,717 D (2)	2,601	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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 of Derivative Security (Instr. 3)
				Code	V	(A)	(D)	
Phantom Stock	(3)	04/21/2017		A		1,717	(4) (4)	Series A Common Stock
								Amount or Number of Shares
								1,717
								\$

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BLACKWELL JEAN S
C/O CELANESE CORPORATION
222 W. LAS COLINAS BLVD., SUITE 900N
IRVING, TX 75039

X

Signatures

/s/ Jacqueline R. Hall, Attorney-in-Fact for Jean S.
Blackwell

04/24/2017

**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) Annual grant of restricted stock units pursuant to the Company's 2009 Global Incentive Plan, as amended and Restated February 9, 2017. The restricted stock units vest in full on the one-year anniversary of the date of the grant.

- (2) Upon vesting of 1,717 Restricted Stock Units granted to the reporting person on April 21, 2016, the reporting person deferred the receipt of 1,717 shares of Series A Common Stock and received instead 1,717 shares of phantom stock pursuant to the Company's 2008 Deferred Compensation Plan. As a result, the reporting person is reporting the disposition of 1,717 shares of Series A Common Stock in exchange for an equal number of shares of phantom stock.

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

- (4) As provided in the 2008 Deferred Compensation Plan, on the earlier 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, the reported phantom stock becomes payable in shares of Series A Common Stock subject to certain limitations.

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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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