Celanese CORP
Form 4
May 17, 2006

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Blackstone LR Associates (Cayman) IV Ltd.

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP,, 345 PARK AVENUE

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Series A common stock, par value $0.0001 per share	05/15/2006		S		20,093,168	D	$ 21.05	31,074,304	I	See footnotes (1) (2) (3) (4) (5) (6)
Series A common stock, par value $0.0001 per share	05/15/2006		S		1,393,519	D	$ 21.05	2,155,092	I	See footnotes (1) (2) (3) (4) (5) (6)

Series A common stock, par value $0.0001 per share	05/15/2006		S	10,924,556	D	$ 21.05	16,894,946	I	See footnotes (1) (2) (3) (4) (5) (6)

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 Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blackstone LR Associates (Cayman) IV Ltd. C/O THE BLACKSTONE GROUP, 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Capital Partners (Cayman) Ltd 1 C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Capital Partners (Cayman) Ltd 2 C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154		X		

Blackstone Capital Partners (Cayman) Ltd 3 C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154	X
PETERSON PETER G C/O THE BLACKSTONE GROUP 345 PARK AVE NEW YORK, NY 10154	X
SCHWARZMAN STEPHEN A C/O THE BLACKSTONE GROUP 345 PARK AVE NEW YORK, NY 10154	X

Signatures

/s/ Robert L. Friedman (see exhibit 99.1)	05/17/2006
**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) Blackstone Capital Partners (Cayman) Ltd. 1 ("Cayman 1"), Blackstone Capital Partners (Cayman) Ltd. 2 ("Cayman 2") and Blackstone Capital Partners (Cayman) Ltd. 3 ("Cayman 3") and, collectively with Cayman 1 and Cayman 2, the "Cayman Entities"), respectively own 31,074,304, 2,155,092 and 16,894,946 shares of the Series A common stock reported as beneficially owned in the above table. Blackstone Capital Partners (Cayman) IV L.P. ("BCP IV") owns 100% of Cayman 1, Blackstone Family Investment Partnership (Cayman) IV-A L.P. ("BFIP") and Blackstone Capital Partners (Cayman) IV-A L.P. ("BCP IV-A") collectively own 100% of Cayman 2. Blackstone Chemical Coinvest Partners (Cayman) L.P. ("BCCP" and, collectively with BCP IV, BFIP and BCP IV-A, the "Blackstone Funds") owns 100% of Cayman 3.

(2) Each of the Blackstone Funds may be deemed to be the beneficial owner of the shares of Series A common stock held by the Cayman Entitites owned by such Blackstone Funds. Blackstone Management Associates (Cayman) IV L.P. ("BMA") is the general partner of each of the Blackstone Funds and, therefore, may be deemed to be the beneficial owner of the shares of Series A common stock held by the Cayman Entities. Blackstone LR Associates (Cayman) IV Ltd. ("BLRA") is the general partner of BMA and may, therefore, be deemed to be the beneficial owner of the shares of Series A common stock held by the Cayman Entities.

(3) Messrs. Peter G. Peterson and Stephen A. Schwarzman are directors and controlling persons of BLRA and, as such, may be deemed to share beneficial ownership of the shares of Series A common stock held by the Cayman Entities.

(4) Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.

(5) Information with respect to each of the Reporting Persons is given solely by such Reporting Persons, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.

(6) Pursuant to Rule 16a-1(a)(4) of the Exchange Act, each of the Reporting Persons, other than the Cayman Entities, herein states that this filing shall not be deemed an admission that he or it is the beneficial owner of any of the shares of Series A common stock covered by this Statement. Each of BLRA, BMA, Messrs. Peter G. Peterson and Stephen A. Schwarzman disclaims beneficial ownership of the Series A common stock, except to the extent of its or his pecuniary interest in such shares of Series A common stock.

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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