

Celanese Corp
Form 4
May 19, 2015

FORM 4

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

OMB APPROVAL

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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 *
Nivica Gjon N Jr

(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)
05/18/2015

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 and General Counsel

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 | 05/18/2015 | | M | 7,610 | A | \$ 32.35 | 47,995 | D |
| Series A Common Stock | 05/18/2015 | | M | 10,944 | A | \$ 32.51 | 58,939 | D |
| Series A Common Stock | 05/18/2015 | | S | 16,359 | D | \$ 67.3 | 42,580 | D |
| Series A Common Stock | 05/18/2015 | | G | 2,990 | D | \$ 0 | 39,590 | D |

Common
Stock

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 32.35 | 05/18/2015 | | M | 7,610 | <u>(1)</u> 10/01/2017 | Series A Common Stock | 7,610 |
| Non-Qualified Stock Option (right to buy) | \$ 32.51 | 05/18/2015 | | M | 10,944 | <u>(2)</u> 10/01/2018 | Series A Common Stock | 10,944 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

SVP and General Counsel

Signatures

/s/Jacqueline R. Hall, Attorney-in-Fact for Gjon N. Nivica Jr.

05/19/2015

__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).

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- (1) Granted pursuant to the Company's 2009 Stock Incentive Plan. The options vested with respect to 25% of the options on each of October 1, 2012, October 1, 2013, October 1, 2013 and October 1, 2014.

- (2) Granted pursuant to the Company's 2009 Global Incentive Plan. The original grant of 14,595 options vested with respect to 25% of such options on each of October 1, 2012, October 1, 2013 and October 1, 2014, and will vest with respect to the final 25% of such options, subject to continued employment, on 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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