

Celanese Corp
Form 3
July 28, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Oliver Kevin S | | (Month/Day/Year) | Celanese Corp [CE] | |
| (Last) | (First) | (Middle) | 07/20/2016 | |
| C/O CELANESE CORPORATION,Â 222 W. LAS COLINAS BLVD., SUITE 900N | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | (Check all applicable) | | | |
| | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner | | |
| | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | (give title below) (specify below) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | Chief Acctg Officer/Controller | | <input type="checkbox"/> Form filed by More than One Reporting Person | |
| IRVING,Â TXÂ 75039 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Series A Common Stock | 20,252.036 <u>(1)</u> <u>(2)</u> | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|------------------------------------------------|
|---------------------|--------------------|-------|----------------------------------|----------|------------------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------------------------------------|---------------|-----------|---------|----------------------------------|
| | Director | 10% Owner | Officer | Other |
| Oliver Kevin S C/O CELANESE CORPORATION 222 W. LAS COLINAS BLVD., SUITE 900N IRVING, TX 75039 | ^ | ^ | ^ | Chief Acctg Officer/Controller ^ |

Signatures

| | |
|-----------------------------------------------------------------|------------|
| /s/ Jacqueline R. Hall, attorney-in-fact for Kevin S. Oliver | 07/28/2016 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 4,120 and 1,650 performance-based restricted stock units ("PRSUs") granted pursuant to the Company's 2009 Global Incentive Plan, as amended (the "Plan") on February 6, 2014 and July 23, 2014, respectively. The performance criteria have been met and the PRSUs will vest on January 1, 2017.
 - (2) Includes 1,202 time-based restricted stock units ("RSUs") granted pursuant to the the Plan on February 3, 2016. Subject to continued employment, the RSUs vest as follows: 396 RSUs on each of February 15, 2017 and February 15, 2018 and 410 RSUs on February 15, 2019.

^
Remarks:
 Exhibit List: Exhibit No. 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.