

Celanese CORP  
Form 4  
May 05, 2008

**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

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ONEILL PAUL H

(Last) (First) (Middle)

C/O CELANESE  
CORPORATION, 1601 W. LBJ  
FREEWAY

(Street)

DALLAS, TX 75234

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/01/2008

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
|                                       |   |   | Code                                 | V Amount (D) Price   |  |  |   |

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

**Persons who respond to the collection of  
information contained in this form are not  
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number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
**(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of<br>Derivative | 2. Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if | 4. Transaction | 5. Number | 6. Date Exercisable and<br>Expiration Date | 7. Title and Amount of<br>Underlying Securities | 8. Price | Derivative |
|---------------------------|---------------|---|----------------------------------|----------------|-----------|--|---|----------|------------|
|---------------------------|---------------|---|----------------------------------|----------------|-----------|--|---|----------|------------|

# Edgar Filing: Celanese CORP - Form 4

| Security<br>(Instr. 3)          | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Security<br>(Instr. 3) |                    |                             |  |      |
|---------------------------------|---|-------------------------|--------------------|---|------------------|------------------|------------------------|--------------------|-----------------------------|--|------|
|                                 |   |                         | Code               | V   | (A)              | (D)              | Date<br>Exercisable    | Expiration<br>Date | Title                       | Amount<br>or<br>Number<br>of<br>Shares |      |
| Dividend<br>Equivalent<br>Right | <u>(1)</u>  | 05/01/2008              | A                  |   | 2                |                  | <u>(2)</u>             | <u>(2)</u>         | Series A<br>Common<br>Stock | 2                                      | \$ 0 |
| Phantom<br>Stock                | <u>(3)</u>  | 05/01/2008              | A                  |   | 3.4              |                  | <u>(4)</u>             | <u>(4)</u>         | Series A<br>Common<br>Stock | 3.4                                    | \$ 0 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| ONEILL PAUL H<br>C/O CELANESE CORPORATION<br>1601 W. LBJ FREEWAY<br>DALLAS, TX 75234 |               | X         |         |       |

## Signatures

/s/ Alexander M. Ludlow, Attorney-in-Fact for Paul H. O'Neill

05/05/2008

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) Each Dividend Equivalent Right represents the right to receive one share of Series A Common Stock.
- (2) The Dividend Equivalent Rights accrued on 1,931 Restricted Stock Units granted to the reporting person on April 24, 2008 and vest concurrently with such Restricted Stock Units.
- (3) Each share of Phantom Stock represents the right to receive either one share of Series A Common Stock or the cash value of one share of Series A Common Stock, as provided in the Company's 2008 Compensation Plan.
- The Phantom Stock represents dividend equivalents on compensation deferred under the Company's 2008 Deferred Compensation Plan.
- (4) The shares of Phantom Stock become payable in either shares of Series A Common Stock or cash, as provided in the Company's 2008 Compensation Plan, following the termination of the reporting person's service as a director of the Company.

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.