

GALLAGHER JOHN J III

Form 4

December 14, 2007

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GALLAGHER JOHN J III

(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)
12/12/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)

EVP & President, Acetyls

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Series A Common Stock	12/12/2007		M		200,000	A	\$ 18.3 237,000
Series A Common Stock	12/12/2007		S		15,700	D	\$ 42.5 221,300
Series A Common Stock	12/12/2007		S		6,000	D	\$ 42.51 215,300
Series A Common Stock	12/12/2007		S		4,000	D	\$ 211,300

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Common Stock					42.52		
Series A Common Stock	12/12/2007	S	4,000	D	\$ 42.53	207,300	D
Series A Common Stock	12/12/2007	S	1,800	D	\$ 42.54	205,500	D
Series A Common Stock	12/12/2007	S	4,300	D	\$ 42.55	201,200	D
Series A Common Stock	12/12/2007	S	3,900	D	\$ 42.56	197,300	D
Series A Common Stock	12/12/2007	S	5,300	D	\$ 42.57	192,000	D
Series A Common Stock	12/12/2007	S	3,400	D	\$ 42.58	188,600	D
Series A Common Stock	12/12/2007	S	4,400	D	\$ 42.59	184,200	D
Series A Common Stock	12/12/2007	S	3,200	D	\$ 42.6	181,000	D
Series A Common Stock	12/12/2007	S	4,900	D	\$ 42.61	176,100	D
Series A Common Stock	12/12/2007	S	3,000	D	\$ 42.62	173,100	D
Series A Common Stock	12/12/2007	S	2,700	D	\$ 42.63	170,400	D
Series A Common Stock	12/12/2007	S	1,000	D	\$ 42.64	169,400	D
Series A Common Stock	12/12/2007	S	8,400	D	\$ 42.65	161,000	D
Series A Common Stock	12/12/2007	S	4,287	D	\$ 42.66	146,713	D

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Series A Common Stock	12/12/2007	S	4,913	D	\$ 42.67	151,800	D
Series A Common Stock	12/12/2007	S	2,400	D	\$ 42.68	149,400	D
Series A Common Stock	12/12/2007	S	1,100	D	\$ 42.69	148,300	D
Series A Common Stock	12/12/2007	S	8,400	D	\$ 42.7	139,900	D
Series A Common Stock	12/12/2007	S	7,400	D	\$ 42.71	132,500	D
Series A Common Stock	12/12/2007	S	3,800	D	\$ 42.72	128,700	D
Series A Common Stock	12/12/2007	S	5,100	D	\$ 42.73	123,600	D
Series A Common Stock	12/12/2007	S	7,700	D	\$ 42.74	115,900	D
Series A Common Stock	12/12/2007	S	5,600	D	\$ 42.75	110,300	D
Series A Common Stock	12/12/2007	S	13,250	D	\$ 42.76	97,050	D
Series A Common Stock	12/12/2007	S	8,300	D	\$ 42.77	88,750	D
Series A Common Stock	12/12/2007	S	3,000	D	\$ 42.78	85,750	D

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

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SEC 1474
(9-02)

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

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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 Underlying Security (Instr. 3 and 4)	8. Amount Owned (Instr. 3 and 4)
Non-Qualified Stock Option (Right to Buy)	\$ 18.3	12/12/2007		M	100,000	<u>(1)</u> 08/31/2015	Series A Common Stock	10
Non-Qualified Stock Option (Right to Buy)	\$ 18.3	12/12/2007		M	100,000	<u>(2)</u> 08/31/2015	Series A Common Stock	10

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GALLAGHER JOHN J III C/O CELANESE CORPORATION 1601 W. LBJ FREEWAY DALLAS, TX 75234	EVP & President, Acetyls

Signatures

/s/ Suzanne L. Kersten, Attorney-in-Fact for John J. Gallagher III 12/14/2007

__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) Granted pursuant to the Company's 2004 Stock Incentive Plan. The options vest with respect to 20% on each of December 31, 2005 and December 31, 2006, and subject to continued employment, will vest with respect to 20% on each of December 31, 2007, December 31, 2008, and March 31, 2009.

(2) Granted pursuant to the Company's 2004 Stock Incentive Plan. The options vest with respect to 15% of the options on December 31, 2005, with respect to 30% of the options on December 31, 2006, and subject to continued employment and achievement of certain performance targets, will vest with respect to 30% of the options on December 31, 2007, and with respect to 25% of the option shares on December 31, 2008, and (ii) will vest 100%, in any event, regardless of the achievement of certain performance targets, no later than August 31, 2013.

Remarks:

The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on Sep

This is Part One of a Form 4 filed by the reporting person. The Form 4 was filed in three parts due to the restrictions in the elec

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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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