

Celanese Corp
Form 3
June 09, 2015

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Sutton Scott McDougald</p> <p>(Last) (First) (Middle)</p> <p>C/O CELANESE CORPORATION,Â 222 W LAS COLINAS BLVD, SUITE 900N</p> <p>(Street)</p> <p>IRVING,Â TXÂ 75039</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/01/2015</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Celanese Corp [CE]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>EVP & Pres, Materials Solution</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>
			<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>	

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	16,771.31 ⁽¹⁾	D	Â
Series A Common Stock	5.36	I	By 401(k) Plan

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)
			Title			
Phantom Stock	Â (2)	Â (2)	Series A Common Stock	521.24	\$ (3)	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sutton Scott McDougald C/O CELANESE CORPORATION 222 W LAS COLINAS BLVD, SUITE 900N IRVING, TX 75039	Â	Â	Â EVP & Pres, Materials Solution	Â

Signatures

/s/ Jacqueline R. Hall, attorney-in-fact for Scott McDougald Sutton

06/09/2015

__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 1,190 and 11,318 time-vesting restricted stock units ("RSUs") granted pursuant to the Company's 2009 Global Incentive Plan on October 24, 2013 and February 4, 2015. Subject to continued employment, the RSUs vest as follows: 585 RSUs on October 24, 2015, 605 RSUs on October 24, 2016, 3,734 RSUs on each of February 4, 2016 and February 4, 2017 and 3,850 RSUs on February 4, 2018.

(2) The reported phantom stock represents compensation deferred under the Company's 2008 Deferred Compensation Plan (the "Plan"). As provided by the Plan, the reporting person may transfer the phantom stock account into an alternative investment account at any time. The phantom stock becomes payable in cash, subject to certain exceptions and limitations, on the earlier of the date previously elected by the reporting person to receive payment or the reporting person's termination of employment.

(3) Each share of phantom stock represents the right to receive one share of Series A Common Stock.

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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.