

Jensen Christopher W
 Form 4
 October 05, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Jensen Christopher W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 10/01/2010

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SVP, Finance and Treasurer

C/O CELANESE CORPORATION, 1601 W. LBJ FREEWAY

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

DALLAS, TX 75234

(City) (State) (Zip)

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 | 10/01/2010 | | M | 17,500 | A | ① | 23,604 | D |
| Series A Common Stock | 10/01/2010 | | M | 306 | A | ② | 23,910 | D |
| Series A Common Stock ⁽⁵⁾ | 10/01/2010 | | F | 6,817 | D | \$ 32.35 | 17,093 | D |
| Series A | 10/01/2010 | | A | 7,155 | A | ③ | 24,248 | D |

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) Vesting of Restricted Stock Units ("RSUs") granted to the reporting person on April 23, 2008. Each RSU represents a contingent right to receive one share of Series A Common Stock.

Settlement of Dividend Equivalent Rights ("DERs") in connection with the vesting of the RSUs on which such DERs accrued. The DERs
(2) accrue and vest concurrently with, and in proportion to, the RSUs to which they relate. Each DER represents the right to received one share of Series A Common Stock.

(3) Represents RSUs granted pursuant to the Company's 2009 Global Incentive Plan. Each RSU represents a contingent right to receive one share of Series A Common Stock. The RSUs will vest, subject to continued employment, on October 1, 2014.

Represents RSUs granted pursuant to the Company's 2009 Global Incentive Plan. Each RSU represents a contingent right to receive one
(4) share of Series A Common Stock. The RSUs will vest, subject to continued employment, with respect to 30% of the RSUs on October 1, 2011, with respect to 30% of the RSUs on October 1, 2012 and with respect to 40% of the RSUs on October 1, 2014.

(5) Shares withheld for the payment of taxes on the vesting of Restricted Stock Units granted to the reporting person on October 1, 2009.

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.