ADAGE CAPITAL PARTNERS LP
Form 3
February 04, 2009

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 *
Â ADAGE CAPITAL PARTNERS GP LLC

(Last) (First) (Middle)

200 CLARENDON STREET,Â 52ND FLOOR

(Street)

BOSTON,Â MAÂ 02116

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
02/02/2009

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer _____ Other
(give title below) (specify below)

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

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

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, $0.0001 par value ("Common Stock")	13,588,774	I	See Footnote (1)

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)

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Convertible Preferred Stock, ("Preferred Stock")	02/02/2009	Â (2)	Common Stock	1,001,675	$ (2)	I	See Footnotes (1) (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ADAGE CAPITAL PARTNERS GP LLC 200 CLARENDON STREET 52ND FLOOR BOSTON,Â MAÂ 02116	Â	Â X	Â	Â
ADAGE CAPITAL PARTNERS LP 200 CLARENDON STREET 52ND FLOOR BOSTON,Â MAÂ 02116	Â	Â X	Â	Â
Adage Capital Advisors, L.L.C. 200 CLARENDON STREET 52ND FLOOR BOSTON,Â MAÂ 02116	Â	Â X	Â	Â
Atchinson Robert 200 CLARENDON STREET 52ND FLOOR BOSTON,Â MAÂ 02116	Â	Â X	Â	Â
Gross Phillip 200 CLARENDON STREET 52ND FLOOR BOSTON,Â MAÂ 02116	Â	Â X	Â	Â

Signatures

/s/ Robert Atchinson	02/04/2009
**Signature of Reporting Person	Date
/s/ Adage Capital Partners, L.P.; By its general partner Adage Capital Partners GP, L.L.C.; By its managing member Adage Capital Advisors, L.L.C.; By its managing member Robert Atchinson	02/04/2009
**Signature of Reporting Person	Date
/s/ Adage Capital Partners GP, L.L.C.; By its managing member Adage Capital Advisors, L.L.C.; By its managing member Robert Atchinson	02/04/2009
**Signature of Reporting Person	Date
/s/ Adage Capital Advisors, L.L.C.; By its managing member Robert Atchinson	02/04/2009

**Signature of Reporting Person	Date
/s/ Phillip Gross	02/04/2009
**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) The shares of Common Stock and Preferred Stock to which this note relates are held directly by Adage Capital Partners, L.P., a Delaware limited partnership (the "Fund"). Adage Capital Partners GP, L.L.C., a Delaware limited liability company ("ACPGP"), serves as the general partner of the Fund and as such has discretion over the portfolio securities beneficially owned by the Fund. Adage Capital Advisors, L.L.C., a Delaware limited liability company ("ACA"), is the managing member of ACPGP and directs ACPGP's operations. Robert Atchinson and Phillip Gross are the managing members of ACPGP and ACA and general partners of ACP. ACPGP, ACA, Robert Atchinson and Phillip Gross disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

(2) The Preferred Stock to which this note relates is convertible at any time, at the option of the holder, into approximately 1.25 shares of Common Stock. The conversion right of the Preferred Stock to Common Stock has no expiration date.

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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