

Celanese Corp
Form 4
May 19, 2015

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 *
Nivica Gjon N Jr

(Last) (First) (Middle)

C/O CELANESE
CORPORATION, 222 W. LAS
COLINAS BLVD., SUITE 900N

(Street)

IRVING, TX 75039-5421

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/18/2015

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) below)

SVP and General Counsel

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 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)
Series A Common Stock	05/18/2015		M	7,610 A	\$ 32.35 47,995	D	
Series A Common Stock	05/18/2015		M	10,944 A	\$ 32.51 58,939	D	
Series A Common Stock	05/18/2015		S	16,359 D	\$ 67.3 42,580	D	
Series A	05/18/2015		G	2,990 D	\$ 0 39,590	D	

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Common
Stock

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

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(9-02)

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

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)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 32.35	05/18/2015		M	7,610	<u>(1)</u> 10/01/2017	Series A Common Stock	7,610
Non-Qualified Stock Option (right to buy)	\$ 32.51	05/18/2015		M	10,944	<u>(2)</u> 10/01/2018	Series A Common Stock	10,944

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Nivica Gjon N Jr
C/O CELANESE CORPORATION
222 W. LAS COLINAS BLVD., SUITE 900N
IRVING, TX 75039-5421

SVP and General Counsel

Signatures

/s/Jacqueline R. Hall, Attorney-in-Fact for Gjon N.
Nivica Jr.

05/19/2015

 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).

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- (1) Granted pursuant to the Company's 2009 Stock Incentive Plan. The options vested with respect to 25% of the options on each of October 1, 2012, October 1, 2013, October 1, 2013 and October 1, 2014.

- (2) Granted pursuant to the Company's 2009 Global Incentive Plan. The original grant of 14,595 options vested with respect to 25% of such options on each of October 1, 2012, October 1, 2013 and October 1, 2014, and will vest with respect to the final 25% of such options, subject to continued employment, on October 1, 2015.

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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