

Celanese Corp  
Form 4  
April 25, 2016

**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  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Brown William M

(Last) (First) (Middle)

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

(Street)

IRVING, TX 75039

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/21/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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 (Instr. 4)
Series A Common Stock	04/21/2016		A	1,717 (1)	A \$ 0 2,313	D	
Series A Common Stock	04/22/2016		D	496	D (2) 1,817	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

number.

**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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code	V	(A)	(D)	
Phantom Stock	(3)	04/22/2016		A	496	(4)	(4)	Series A Common Stock
								Amount or Number of Shares
								496
								\$ 0

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Brown William M  
C/O CELANESE CORPORATION  
222 W LAS COLINAS BLVD, SUITE 900N  
IRVING, TX 75039

X

## Signatures

Jacqueline R. Hall, Attorney-in-Fact for William M.  
Brown

04/25/2016

\*\*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).

Annual grant of restricted stock units pursuant to the Company's 2009 Global Incentive Plan, as Amended and Restated April 19, 2012. The restricted stock units vest in full on the one-year anniversary of the date of the grant. The reporting person has elected that upon vesting of the restricted stock units, receipt of the shares of Series A Common Stock be deferred under the Company's 2008 Deferred

- (1) Compensation Plan; accordingly, upon vesting, the reporting person will instead receive an equal number of shares of phantom stock. As provided in the Company's 2008 Deferred Compensation Plan, the phantom stock becomes payable in shares of Series A Common Stock upon the earlier of the date previously elected by the reporting person to receive payment or the termination of the reporting person's service as a director of the Company.
- (2) Upon vesting of 596 Restricted Stock Units granted to the reporting person on January 1, 2016, the reporting person deferred the receipt of 496 shares of Series A Common Stock and received instead 496 shares of phantom stock pursuant to the Company's 2008 Deferred Compensation Plan. As a result, the reporting person is reporting the disposition of 496 shares of Series A Common Stock in exchange

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for an equal number of shares of phantom stock.

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

As provided in the 2008 Deferred Compensation Plan, on the earlier date previously elected by the reporting person to receive payment or

- (4) the termination of the reporting person's service as a director of the Company, the reported phantom stock becomes payable in shares of Series A Common Stock subject to certain limitations.

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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