

Celanese Corp  
 Form 4  
 February 05, 2016

**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 \*  
 Sutton Scott McDougald

(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)  
 02/03/2016

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)  
 EVP & Pres, Materials Solution

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Series A Common Stock	02/03/2016		A		17,304 (1) \$ 0	D	
Series A Common Stock	02/03/2016		F		3,602 (2) \$ 61.73	D	
Series A Common Stock	02/03/2016		A		10,668 (3) \$ 0	D	
Series A Common Stock	02/04/2016		F		1,567 \$ 61.5	D	



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Represents performance-based restricted stock units ("PRSUs") granted to the reporting person on February 6, 2014 under the Company's

- (1) 2009 Global Incentive Plan, as amended (the "Plan"), of which 8,652 have vested and been settled. The remaining 8,652 PRSUs will vest in full on January 1, 2017.
- (2) Shares withheld for the payment of taxes on the vesting and settlement of PRSUs.
- (3) Time-based restricted stock units ("RSUs") granted pursuant to the Plan. Each RSU represents the right to receive one share of Series A Common Stock. The RSUs will vest in full on February 15, 2019.
- (4) Shares withheld for the payment of taxes on the vesting of RSUs granted to the reporting person on February 4, 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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