

Sterin Steven
Form 4
February 17, 2012

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 *
Sterin Steven

(Last) (First) (Middle)
1601 W. LBJ FREEWAY
(Street)

DALLAS, TX 75234

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2012

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)
SVP & CFO

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 Price | | |
| Series A Common Stock | 02/16/2012 | | M | | 30,000 A \$ 21.02 | 67,379 | D |
| Series A Common Stock | 02/16/2012 | | M | | 45,000 A \$ 20.37 | 112,379 | D |
| Series A Common Stock | 02/16/2012 | | S | | 75,000 D \$ 51.75 ⁽¹⁾ | 37,379 | D |
| Series A Common | | | | | | 1,020.51 ⁽²⁾ | I By 401(k) Plan |

Stock

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

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SEC 1474
(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 of Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option (Right to Buy) | \$ 21.02 | 02/16/2012 | | M | 30,000 | (3) 05/16/2016 | Series A Common Stock | 30,000 |
| Non-Qualified Stock Option (Right to Buy) | \$ 20.37 | 02/16/2012 | | M | 45,000 | (3) 06/30/2016 | Series A Common Stock | 45,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Sterin Steven 1601 W. LBJ FREEWAY DALLAS, TX 75234 | | | SVP & CFO | |

Signatures

/s/ James R. Peacock III, Attorney-in-Fact for Steven Sterin 02/17/2012

__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).

The reported price in this line is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from (1) \$51.69 to \$51.85. The reporting person will provide the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each price within the range.

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- (2) Represents equivalent shares of Series A Common Stock held by the reporting person under the Celanese Americas Retirement Savings Plan as of January 31, 2012.
- (3) Granted pursuant to the Company's 2004 Stock Incentive Plan. The options vested with respect to 25% of the options on each of January 1, 2008, January 1, 2009, January 1, 2010 and January 1, 2011.

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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