

Celanese Corp
 Form 4
 November 09, 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 *
 Johnston Lori A

(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)
 11/08/2016

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 & CAO

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Series A Common Stock | 11/08/2016 | | M | 57,085 | A | \$ 37.55 | 109,645 | D |
| Series A Common Stock | 11/08/2016 | | S | 83,829 | D | \$ 72.3 (1) | 25,816 | D |

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Nonqualified Stock Option (right to buy) | \$ 37.55 | 11/08/2016 | | M | 57,085 | <u>(2)</u> 10/17/2019 | Series A Common Stock | 57,085 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Johnston Lori A
C/O CELANESE CORPORATION
222 W. LAS COLINAS BLVD., SUITE 900N
IRVING, TX 75039-5421

EVP & CAO

Signatures

/s/ Jacqueline R. Hall, Attorney-in-Fact for Lori A. Johnston

11/09/2016

__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).

The reported price in this line is a weighted average sales price. These shares were sold in multiple transactions at prices ranging from
(1) \$71.75 to \$73.09. The reporting person will provide to 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.

(2) Granted pursuant to the Company's 2009 Global Incentive Plan, as Amended and Restated April 19, 2012. The options vested with respect to 33.3% of the options on each of October 17, 2013 and October 17, 2014, and with respect to 33.4% of the options on October 17, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.